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MARVEL MASTERWORKS®
THE AMAZING SPIDER-MAN®
VOLUME 16

THE AMAZING SPIDER-MAN Nos. 156-168
& ANNUAL No. 10
LEN WEIN & ROSS ANDRU

MARVEL MASTERWORKS

PRESENTS

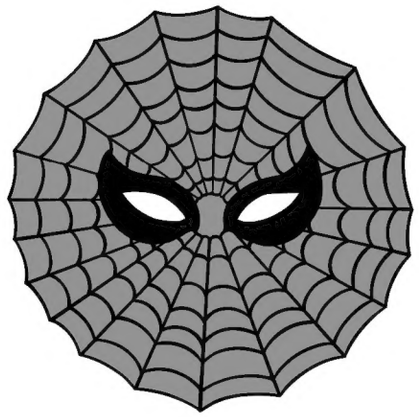
VOLUME 16

COLLECTING

THE AMAZING SPIDER-MAN NOS. 156-168

& ANNUAL NO. 10

LEN WEIN • ROSS ANDRU



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CREDITS

THE
AMAZING SPIDER-MAN
NOS. 156-168 & ANNUAL NO. 10

Writers: **Len Wein** (Nos. 156-168, Annual No. 10)
Bill Mantlo (Annual No. 10)

Pencilers: **Ross Andru** (Nos. 156-168)
Gil Kane (Annual No. 10)

Inkers: Mike Esposito (Nos. 156-168, Annual No. 10)
Gil Kane (Annual No. 10)

Letterers: Gaspar Saladino (No. 156)
John Costanza (Nos. 157, 158, 162, 164, Annual No. 10)
Joe Rosen (Nos. 159, 160, 163-168)
Irving Watanabe (No. 161)

Editor: Len Wein

Color & Art Reconstruction: All Thumbs Creative

Special Thanks: Michael Kelleher

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INTRODUCTION
BY J.M. DEMATTEIS

In the late 1970s, when I was taking my first, very awkward, steps as a comic book writer—until then I'd been making my living, such as it was, playing in rock 'n' roll bands and dabbling in music journalism—I had a very simple rule that served me well: *The editor is always right.* I was hungry to work and the men and women sitting behind the desks, handing out the assignments, held the keys to the kingdom I so desperately wanted to enter. More important: they had knowledge and experience that they were willing to share.

Over the years young writers have occasionally come to me for guidance and some of them, when offered advice, become instantly defensive, wasting their time and mine by explaining exactly why they don't need to *take* that advice, why their stories are just fine, thank you, and shouldn't be altered. "Well, if it's just fine," I've often wondered, "what are you coming to *me* for?" I never saw things that way. I *wanted* to learn, I wanted to grow as a writer and soak in all that wisdom my editors had amassed. If one of them said, "No more than thirty-five words per panel, no more than 5.5 panels per page," well, then, I went home and counted every single word, averaged out my panels. If I was told that my dialogue was flat, I reworked it. If the brilliant (in my own mind, at least) sequence I labored over all night didn't work, I cut it.

The truth, of course, is that the editor *isn't* always right—sometimes he's spectacularly wrong—and it's a writer's responsibility to stand up for himself and his work and, when necessary, challenge his editors; but a neophyte writer still grappling with the fundamentals of his craft would do well to save his battles for a later date. One thing I intuited in those early days was that no matter what the editor asked of me—shy of requesting something morally or artistically abhorrent, which, for the record, never happened—I could take it as a challenge and, more important, *learn something from it.* Those early years at DC Comics were my Comic Book College: I was an overeager freshman and, happily, I had some superb professors.

None better than the man whose stories grace this volume: Len Wein.

When I first began working with Len, he was—despite being just past thirty—already a legend in the industry. This was the writer who, with the equally legendary Bernie Wrightson, created the groundbreaking *Swamp Thing* series. Unless you were around when that book debuted, you can't really grasp how truly revolutionary *Swamp Thing* was, how different from everything that had come before it. I remember being floored by the emotional power of the art, the pulp-poetry of the language and the big beating heart at the story's core. You couldn't read an issue of *Swamp Thing* without feeling something, without being moved.

If that series was all Len had done, his place in Comic Book Heaven would be secure, but he was also the guy who cocreated Wolverine, one of the most successful, and popular, characters in the medium's history…resurrected and revitalized the *X-Men* franchise…had memorable runs on everything from *Justice League* to *Hulk*, *Batman* to *Spider-Man* (we'll come back to him, don't worry)…and, oh, yes, was editor in chief of Marvel Comics along the way. As this volume will attest, Len could do slam-bang super-hero adventure with the best of them, but the hallmark of a Wein story wasn't the action, it was that aforementioned beating heart. All of Len's best work was, and remains (for he's as vital a writer now as he ever was), marked by a deep humanity and a profound compassion.

Which is why, when I entered his office in the spring of 1979, I counted myself among the lucky ones: I didn't realize just *how* lucky until I got to know Len. There are some writers whose work you admire, but then you meet them and it's impossible to make the leap from the words on the page to the person across the table: there seems to be some great cosmic disconnect—and, yes, a great disappointment, as well. (It's unfair to expect a writer or actor or musician to somehow be the embodiment of his art—the work alone should be more than enough—but we hope for it nonetheless.) With Len, though, the man and the work were one. He was just like his stories: charming, funny, eloquent and *all heart.* He extended that heart to me. There wasn't a hint of self-importance to the man. His editing style was warm and welcoming. He taught through encouragement, enthusiasm. Even if he didn't like a particular story—and, believe me, some of my early scripts were massively flawed—he never eviscerated the work, never bullied: just found a gentle way to guide me out of the morass of my own inexperience and onto solid creative ground.

In a very short time, Len became not just my editor, but my friend and first real mentor in the comic book business. He saw a spark of something special in my stories and, through his patient guidance, helped fan that spark into a

flame. There I was, an insecure, working-class kid from Brooklyn, uncertain of my own talent, wondering if I could carve a career for myself in this wonderful, and hugely peculiar, business—and there was The Legendary Len Wein providing the answer: "If you want it, you absolutely can." You can't put a price on that.

The humanity that Len radiates in both his life and work are on display in the *Amazing Spider-Man* tales in this collection. Having spent many years writing the character, I know what a delicate balance these stories require: you need big action and big villains, of course (and you'll find plenty of both here as Spidey grapples with Doctor Octopus, Hammerhead, Stegron, the Lizard and Will o' the Wisp, among others) but you also need humor—along with being one of the most psychologically complex characters in super hero comics, Peter Parker's also one of the funniest—and, perhaps most difficult, a grounded, emotional reality. We believe in Peter because he's a reflection of all of us. He's a flesh-and-blood, deeply flawed human being, struggling—and, yes, sometimes failing—to do his best in extraordinary circumstances. In order for all the fantastic elements to work, we have to *believe* in Peter, Aunt May, Mary Jane and the rest of this classic cast. With Len at the helm, rooting these stories in Peter's humor and humanity, it's easy to believe.

That belief is heightened, immeasurably, by the artwork of Ross Andru. For a period in the 1970s, Andru was the definitive Spider-Man artist—he drew the book for five solid years—and, rereading these stories, it's easy to see why: for one thing, the man could *really draw,* not just people, but landscapes (Spider-Man's New York rarely looked more authentic than it did during Andru's tenure. There's nothing generic here, it's a living, breathing city); for another, he was a consummate visual storyteller, the single most important element in comic book art. And the work is *dynamic*: just flip through this book and see how the characters move across the page with the kind of life and energy that the best comic books demand. That's not surprising, of course: Andru had a celebrated career well before he started working for Marvel, including long stints on DC's *Wonder Woman* and *Metal Men*. By the time he took up the reins of *Amazing Spider-Man*, he was a master craftsman.

In a 2008 interview, Len described Ross as "a terrific guy. A gentleman. And one of the most self-effacing people I've ever known. He had no idea how good he was as an artist. He thought of himself as a journeyman; just thought he worked really hard and he'd pencil and pencil until he got it right. But he was a master storyteller, and a dedicated artist." That dedication shows in every page, every panel, of these stories. It's no wonder that, when Marvel and DC launched their first major inter-company crossover—the tabloid-sized *Superman vs. The Amazing Spider-Man*—Andru was chosen to illustrate it.

Chemistry between writers and artists is as magical and indefinable as chemistry between lovers: it's either there or it's not. I've seen comic book stories where the writing is strong, the art is excellent, and yet there's some intangible element that's missing. But when the chemistry is there, you know: it leaps off the page, excites the pulse and the imagination. Lucky for us, Len and Ross had that creative chemistry and built on it month after month.

If you're reading these fourteen Spider-Man tales for the first time, prepare to be hugely entertained. If you're returning to them after years away, I suspect you'll find them every bit as good as you remember.

And, Len: thanks.

2013

Eisner Award winner J.M. DeMatteis has written the adventures of Marvel and DC icons like Spider-Man and the Justice League. He is perhaps best known for the personal visions of Moonshadow *and* Brooklyn Dreams*, as well as the all-ages fantasy* Abadazad*. DeMatteis—who also writes novels, television and film—lives in upstate New York.*

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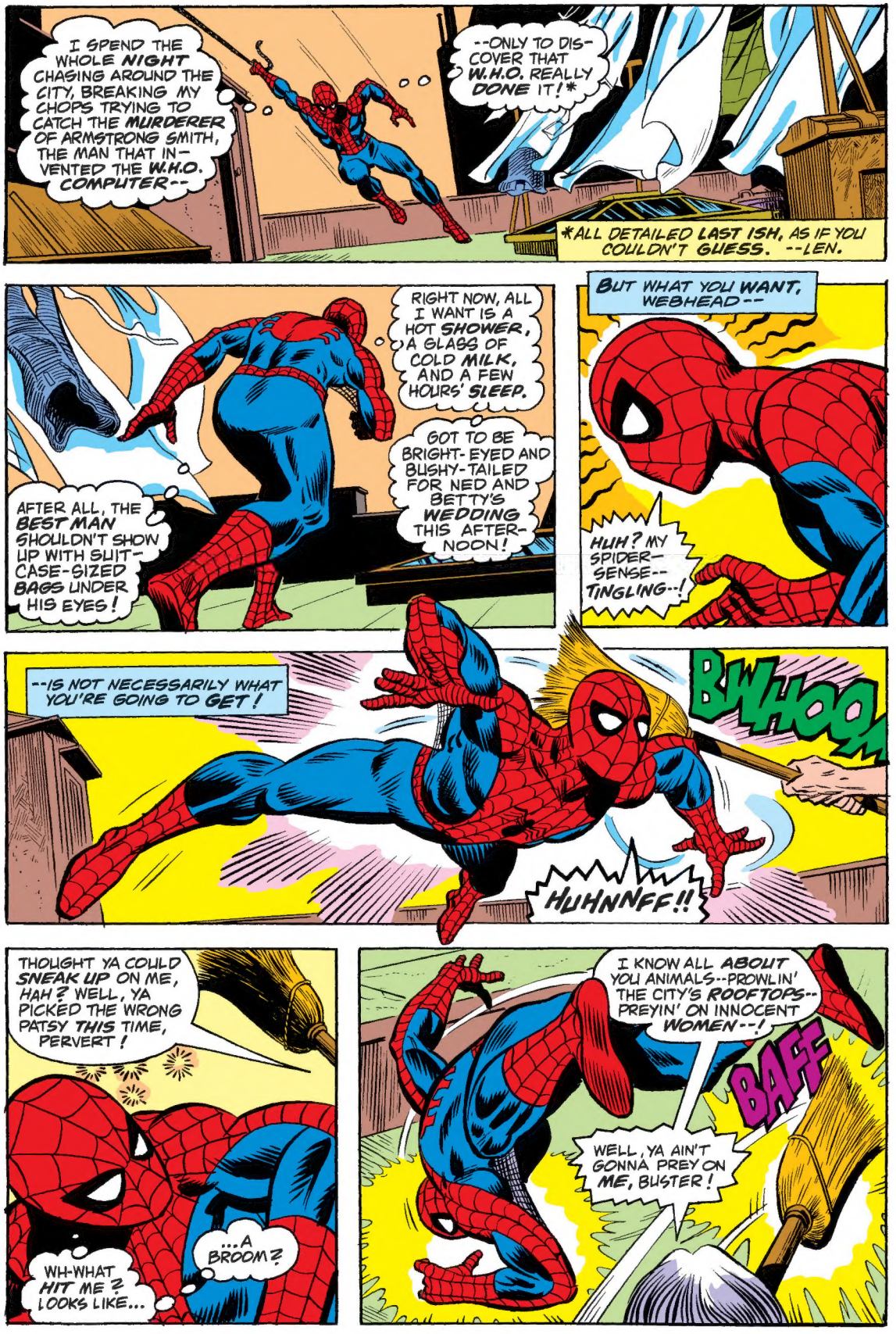
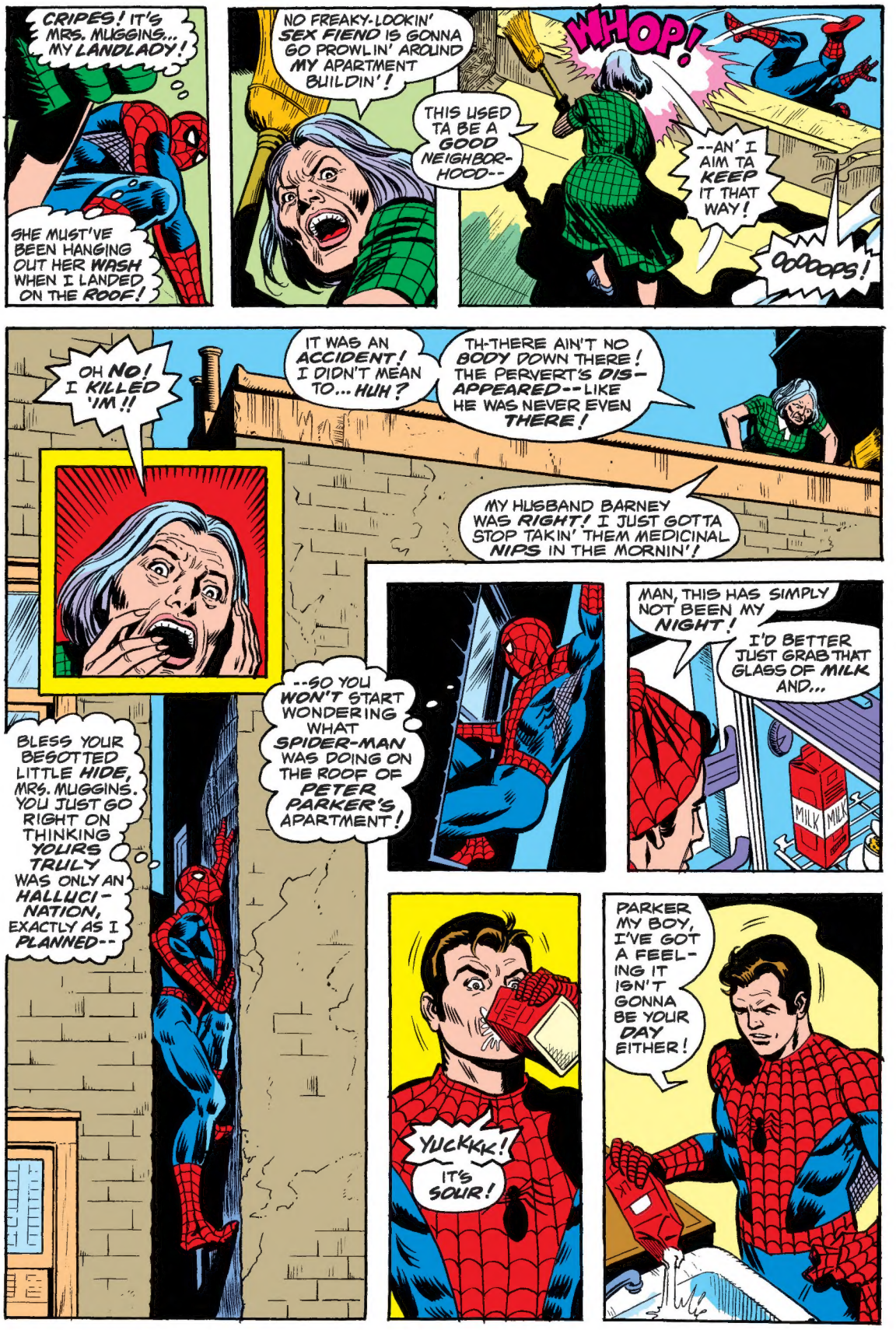
the AMAZING SPIDER-MAN®
TO BEAT ME, WEBHEAD--YOU HAVE TO FIND THE REAL ME FIRST!
AND YOU'RE NOT GOING TO LIVE LONG ENOUGH TO DO THAT!
AT LAST! THE LONG-AWAITED WEDDING OF BETTY BRANT and NED LEEDS!
INTRODUCING THE MOST MIND-BOGGLING WEDDING GUEST OF ALL-- THE MURDEROUS MIRAGE!

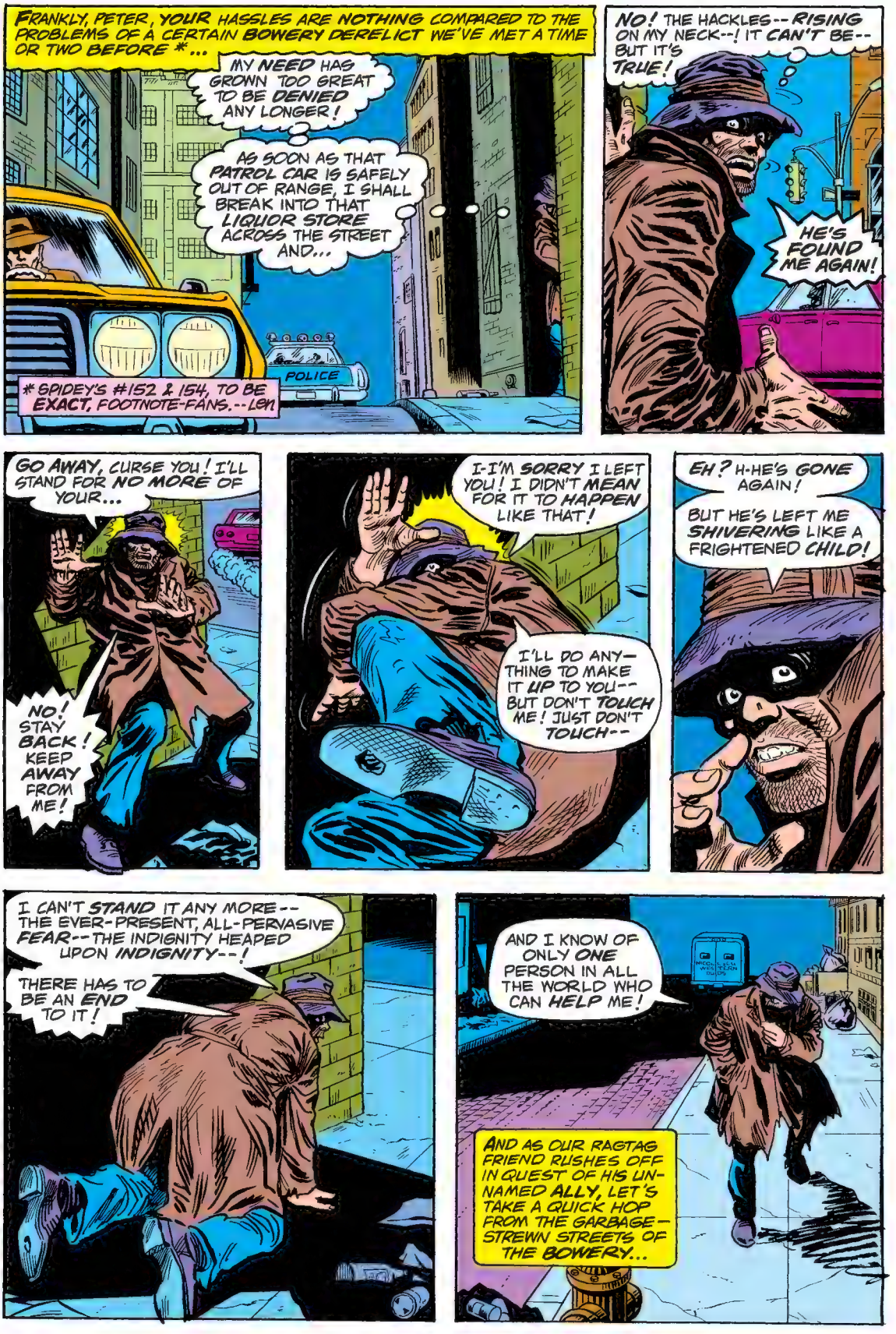
Stan Lee presents: A MINOR MILESTONE IN THE EVER-EXCITING LIFE OF...

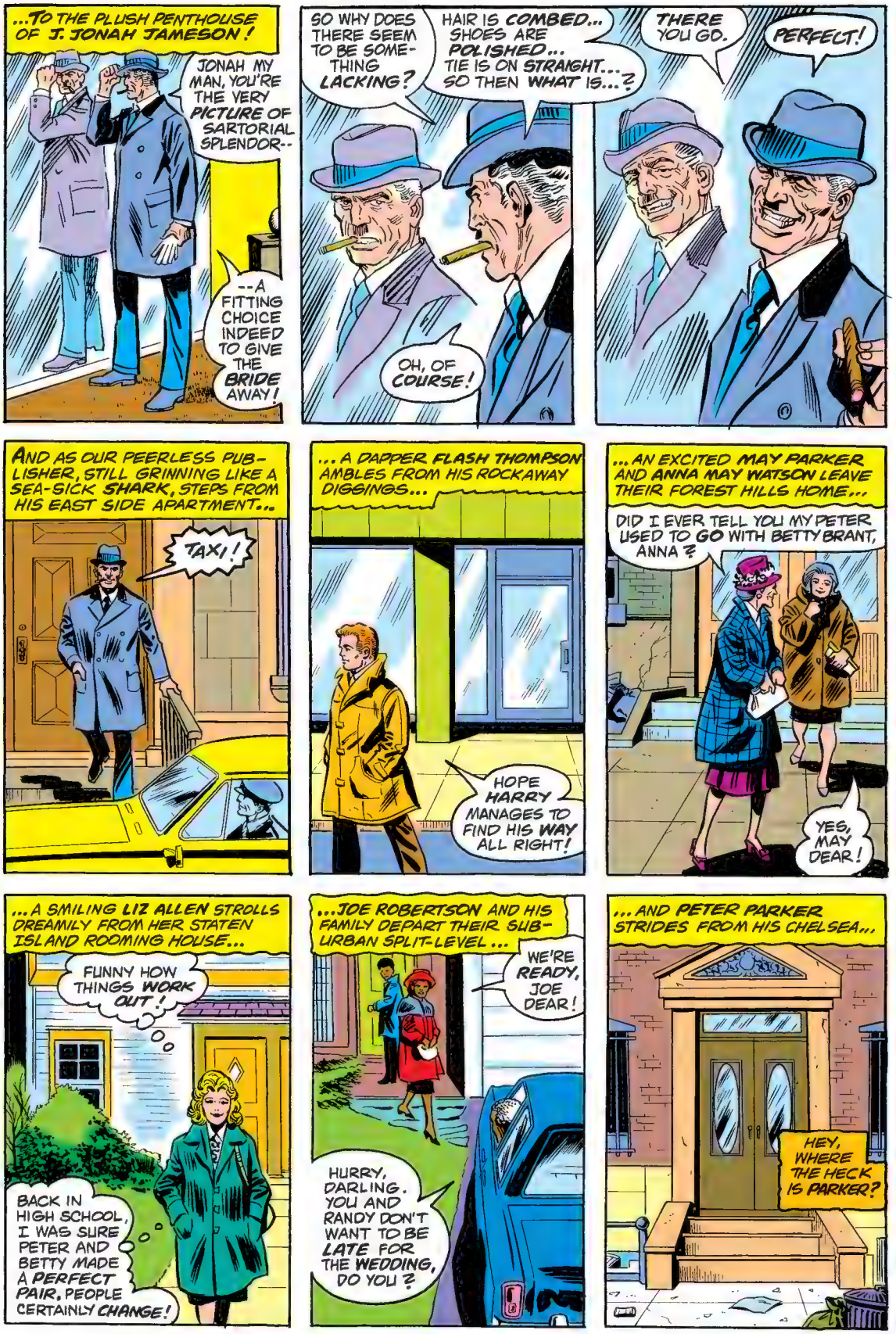
THE AMAZING SPIDER-MAN™

Len Wein: WRITER/EDITOR
Ross Andru: ILLUSTRATOR
Mike Esposito: DELINEATOR
Glynis Wein: COLORIST
Gaspar: LETTERER
request the honor of your presence at the long-awaited wedding of BETTY BRANT and NED LEEDS today at Morgan's of Malverne. Reception to follow.
Marv Wolfman: CATERER
BETTER GET OUT YOUR SUNDAY BEST, MARVELITE. WE GUARANTEE THIS IS ONE AFFAIR YOU DO NOT WANT TO MISS!
OH, THAT'S JUST SWELL!
THE SUN IS COMING UP ALREADY--AND I HAVEN'T EVEN BEEN TO BED YET!
I TELL YA--I'VE GOTTA GET OUT OF THIS BUSINESS! THE HOURS ARE KILLIN' ME!
ON A CLEAR DAY, YOU CAN SEE... THE MIRAGE!

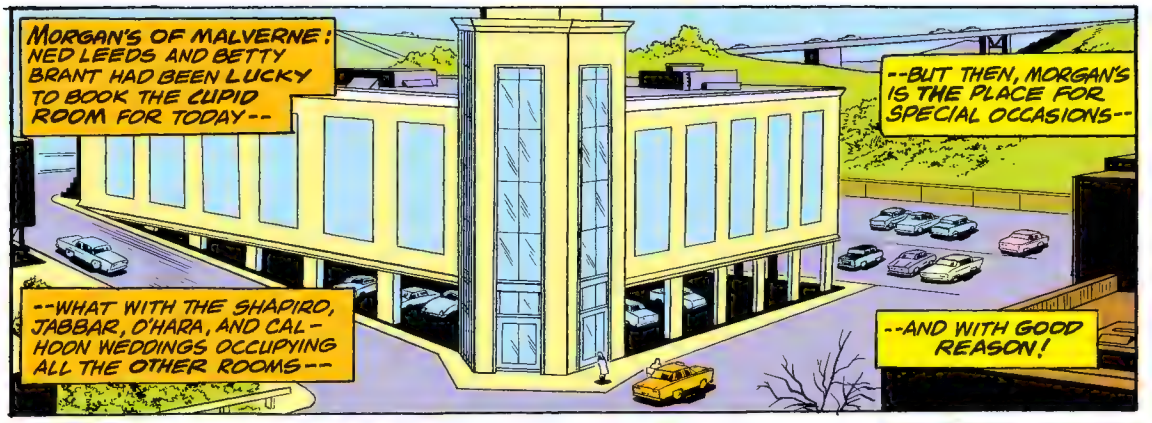

I SPEND THE WHOLE NIGHT CHASING AROUND THE CITY, BREAKING MY CHOPS TRYING TO CATCH THE MURDERER OF ARMSTRONG SMITH, THE MAN THAT IN-VENTED THE W.H.O. COMPUTER--
--ONLY TO DIS-COVER THAT W.H.O. REALLY DONE IT!*
*ALL DETAILED LAST ISH, AS IF YOU COULDN'T GUESS. --LEN.
RIGHT NOW, ALL I WANT IS A HOT SHOWER, A GLASS OF COLD MILK, AND A FEW HOURS' SLEEP.
GOT TO BE BRIGHT-EYED AND BUSHY-TAILED FOR NED AND BETTY'S WEDDING THIS AFTER-NOON!
AFTER ALL, THE BEST MAN SHOULDN'T SHOW UP WITH SUIT-CASE-SIZED BAGS UNDER HIS EYES!
BUT WHAT YOU WANT, WEBHEAD--
HUH? MY SPIDER-SENSE-- TINGLING--!
--IS NOT NECESSARILY WHAT YOU'RE GOING TO GET!
BLAM HOOG
HUHNNFF!!
THOUGHT YA COULD SNEAK UP ON ME, HAH? WELL, YA PICKED THE WRONG PATSY THIS TIME, PERVERT!
WH-WHAT HIT ME? LOOKS LIKE...
...A BROOM?
I KNOW ALL ABOUT YOU ANIMALS--PROWLIN' THE CITY'S ROOFTOPS-- PREYIN' ON INNOCENT WOMEN--!
BAFF
WELL, YA AIN'T GONNA PREY ON ME, BUSTER!


CRIPES! IT'S MRS. MUGGINS... MY LANDLADY!
SHE MUST'VE BEEN HANGING OUT HER WASH WHEN I LANDED ON THE ROOF!
NO FREAKY-LOOKIN' SEX FIEND IS GONNA GO PROWLIN' AROUND MY APARTMENT BUILDIN'!
THIS USED TA BE A GOOD NEIGHBOR-HOOD--
WHOP!
--AN' I AIM TA KEEP IT THAT WAY!
OOOOOPS!
OH NO! I KILLED 'IM!!
IT WAS AN ACCIDENT! I DIDN'T MEAN TO... HUH?
TH-THERE AIN'T NO BODY DOWN THERE! THE PERVERT'S DIS-APPEARED--LIKE HE WAS NEVER EVEN THERE!
MY HUSBAND BARNEY WAS RIGHT! I JUST GOTTA STOP TAKIN' THEM MEDICINAL NIPS IN THE MORNIN'!
BLESS YOUR BESOTTED LITTLE HIDE, MRS. MUGGINS. YOU JUST GO RIGHT ON THINKING YOURS TRULY WAS ONLY AN HALLUCI-NATION, EXACTLY AS I PLANNED--
--SO YOU WON'T START WONDERING WHAT SPIDER-MAN WAS DOING ON THE ROOF OF PETER PARKER'S APARTMENT!
MAN, THIS HAS SIMPLY NOT BEEN MY NIGHT!
I'D BETTER JUST GRAB THAT GLASS OF MILK AND...
MILK
MILK
YUCKKK!
IT'S SOUR!
PARKER MY BOY, I'VE GOT A FEEL-ING IT ISN'T GONNA BE YOUR DAY EITHER!

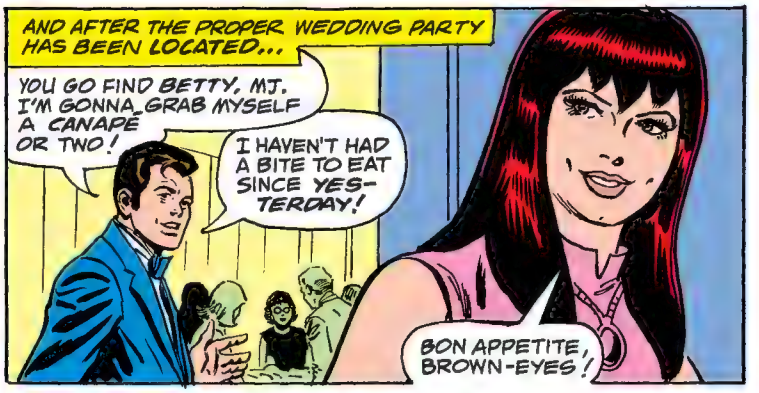

FRANKLY, PETER, YOUR HASSLES ARE NOTHING COMPARED TO THE PROBLEMS OF A CERTAIN BOWERY DERELICT WE'VE MET A TIME OR TWO BEFORE *...
MY NEED HAS GROWN TOO GREAT TO BE DENIED ANY LONGER!
AS SOON AS THAT PATROL CAR IS SAFELY OUT OF RANGE, I SHALL BREAK INTO THAT LIQUOR STORE ACROSS THE STREET AND...
POLICE
* SPIDEY'S #152 & 154, TO BE EXACT, FOOTNOTE-FANS.--Len
NO! THE HACKLES--RISING ON MY NECK--! IT CAN'T BE--BUT IT'S TRUE!
HE'S FOUND ME AGAIN!
GO AWAY, CURSE YOU! I'LL STAND FOR NO MORE OF YOUR...
NO! STAY BACK! KEEP AWAY FROM ME!
I-I'M SORRY I LEFT YOU! I DIDN'T MEAN FOR IT TO HAPPEN LIKE THAT!
I'LL DO ANY-THING TO MAKE IT UP TO YOU--BUT DON'T TOUCH ME! JUST DON'T TOUCH--
EH? H-HE'S GONE AGAIN!
BUT HE'S LEFT ME SHIVERING LIKE A FRIGHTENED CHILD!
I CAN'T STAND IT ANY MORE--THE EVER-PRESENT, ALL-PERVASIVE FEAR--THE INDIGNITY HEAPED UPON INDIGNITY--!
THERE HAS TO BE AN END TO IT!
AND I KNOW OF ONLY ONE PERSON IN ALL THE WORLD WHO CAN HELP ME!
AND AS OUR RAGTAG FRIEND RUSHES OFF IN QUEST OF HIS UN-NAMED ALLY, LET'S TAKE A QUICK HOP FROM THE GARBAGE-STREWN STREETS OF THE BOWERY...

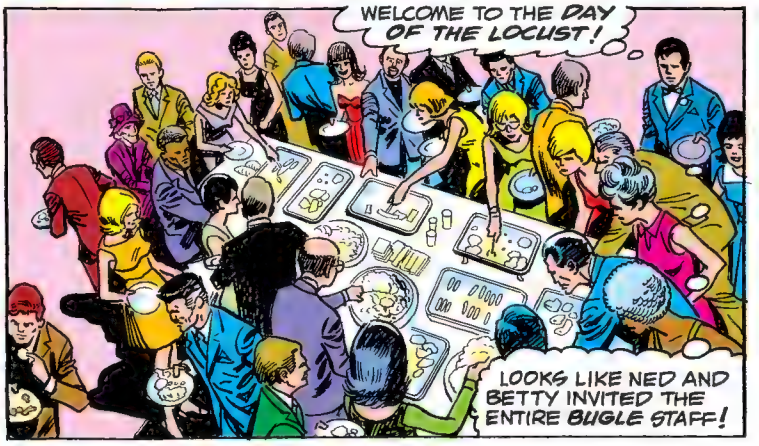

...TO THE PLUSH PENTHOUSE OF J. JONAH JAMESON!
JONAH MY MAN, YOU'RE THE VERY PICTURE OF SARTORIAL SPLENDOR--
--A FITTING CHOICE INDEED TO GIVE THE BRIDE AWAY!
SO WHY DOES THERE SEEM TO BE SOMETHING LACKING?
HAIR IS COMBED... SHOES ARE POLISHED... TIE IS ON STRAIGHT... SO THEN WHAT IS...?
OH, OF COURSE!
THERE YOU GO.
PERFECT!
AND AS OUR PEERLESS PUBLISHER, STILL GRINNING LIKE A SEA-SICK SHARK, STEPS FROM HIS EAST SIDE APARTMENT...
TAXI!
...A DAPPER FLASH THOMPSON AMBLES FROM HIS ROCKAWAY DIGGINGS...
HOPE HARRY MANAGES TO FIND HIS WAY ALL RIGHT!
...AN EXCITED MAY PARKER AND ANNA MAY WATSON LEAVE THEIR FOREST HILLS HOME...
DID I EVER TELL YOU MY PETER USED TO GO WITH BETTY BRANT, ANNA?
YES, MAY DEAR!
...A SMILING LIZ ALLEN STROLLS DREAMILY FROM HER STATEN ISLAND ROOMING HOUSE...
FUNNY HOW THINGS WORK OUT!
BACK IN HIGH SCHOOL, I WAS SURE PETER AND BETTY MADE A PERFECT PAIR. PEOPLE CERTAINLY CHANGE!
...JOE ROBERTSON AND HIS FAMILY DEPART THEIR SUBURBAN SPLIT-LEVEL...
WE'RE READY, JOE DEAR!
HURRY, DARLING. YOU AND RANDY DON'T WANT TO BE LATE FOR THE WEDDING, DO YOU?
...AND PETER PARKER STRIDES FROM HIS CHELSEA...
HEY, WHERE THE HECK IS PARKER?

LET'S SEE, THE LEFT END GOES OVER THE RIGHT...
NO, THAT'S NOT IT.
HOW ABOUT PUTTING THE RIGHT END THRU THE...
RATS!
FOR THREE CENTS, I WOULD GLADLY STRANGLE THE STUPID IDIOT WHO INVENTED THE BOW-TIE!
WHY DIDN'T I BUY A CLIP-ON TIE LIKE AUNT MAY TOLD ME...
NOK, NOK
SWELL. NOW WHAT?
LOOK, IF YOU'RE SELLING ANYTHING, I DON'T...
CHECKED YOUR HOUR GLASS LATELY, TIGER? YOU'RE RUNNING LATE.
OH, HI, MARY JANE.
DON'T I KNOW IT! I JUST CAN'T GET THIS BLASTED TIE TIED!
THAT SHOULD BE THE WORST OF YOUR WORRIES, BROWN-EYES.
BELIEVE ME, MJ--I ONLY WISH IT WAS!
I KNOW WHAT YOU'RE IMPLYING, PETEY--AND I'M HONESTY SORRY ABOUT THE WAY I'VE BEEN ACTING LATELY--BECOMING SO POSSESSIVE AND ALL. THAT'S NOT USUALLY MY STYLE.
I'LL TRY NOT TO LET IT HAPPEN AGAIN, OKAY?
OKAY, RED--ANYTHING YOU SAY!
THERE. FINISHED! AND NEAT AS THE PROVERBIAL PIN!
NOW WHAT SAY YOU GET YOUR JACKET ON--AND WE GET GOING?
YOU KNOW, MJ--YOU'D MAKE SOMEONE A WONDERFUL SOMETHING!
IF YOU'RE NOT CAREFUL, MR. PARKER--I MIGHT JUST TAKE YOU UP ON THAT.
K-TOOM!

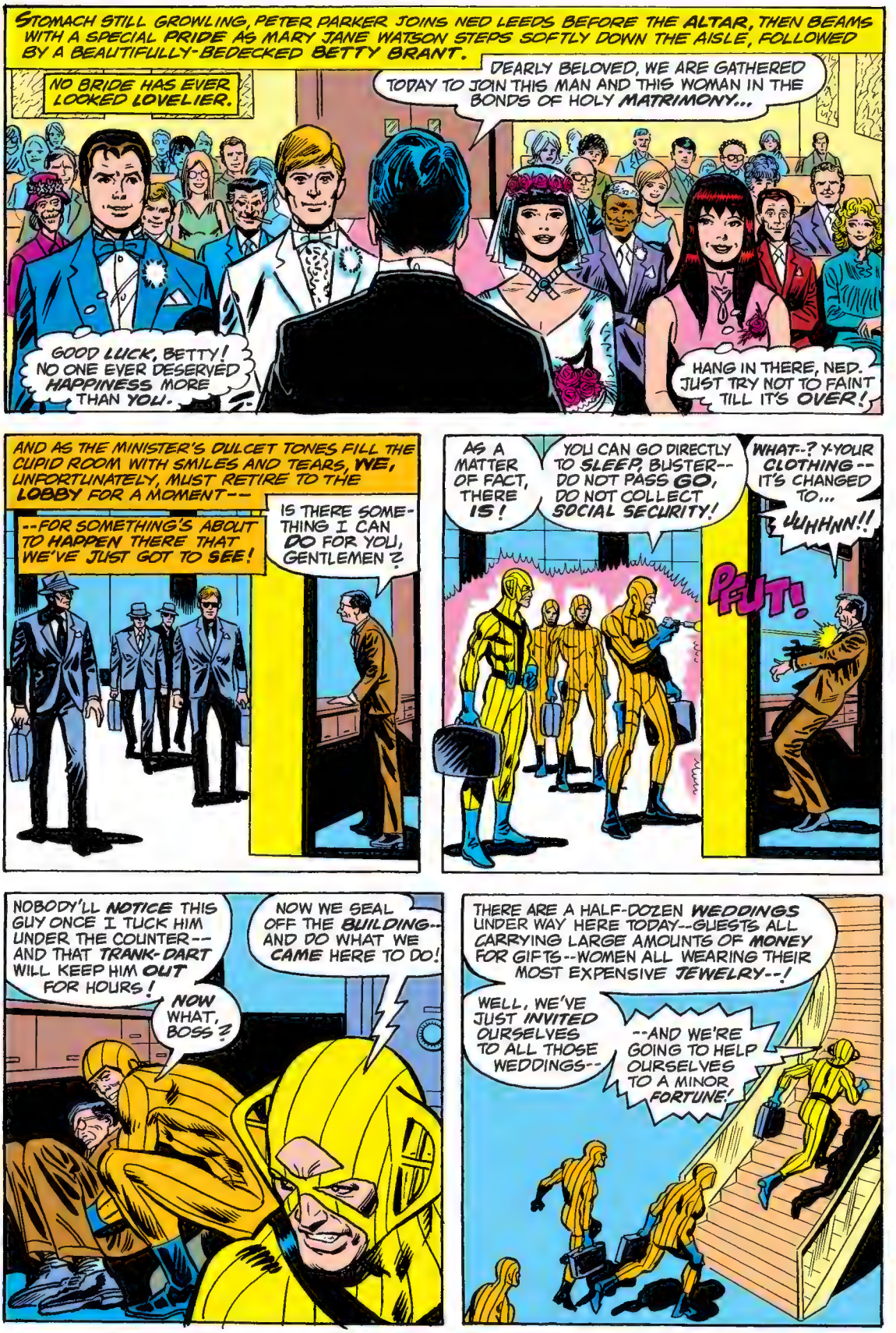

MORGAN'S OF MALVERNE! NED LEEDS AND BETTY BRANT HAD BEEN LUCKY TO BOOK THE CUPID ROOM FOR TODAY--
--BUT THEN, MORGAN'S IS THE PLACE FOR SPECIAL OCCASIONS--
--WHAT WITH THE SHAPIRO, JABBAR, O'HARA, AND CALHOON WEDDINGS OCCUPYING ALL THE OTHER ROOMS--
--AND WITH GOOD REASON!

WOW! LOOK AT THE SIZE OF THIS PLACE!
WE'RE GONNA NEED A SHERPA GUIDE TO HELP US FIND NED AND BETTY'S WEDDING.
OR YOU COULD BE DARING, TIGER-- AND ASK THE GUY AT THE INFORMATION DESK.
ORMATION


AND AFTER THE PROPER WEDDING PARTY HAS BEEN LOCATED...
YOU GO FIND BETTY, MJ. I'M GONNA GRAB MYSELF A CANAPÉ OR TWO!
I HAVEN'T HAD A BITE TO EAT SINCE YESTERDAY!
BON APPETITE, BROWN-EYES!

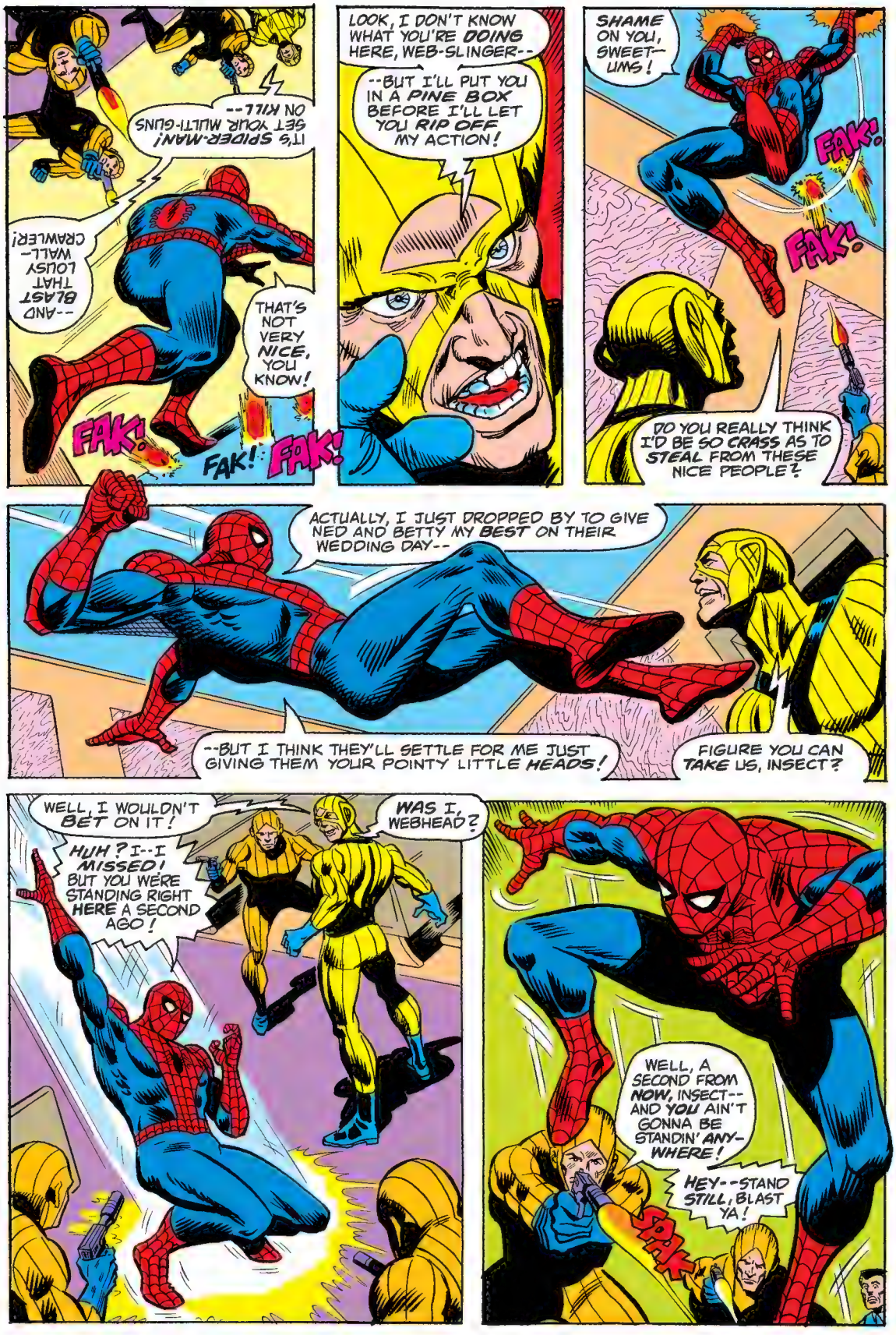

WELCOME TO THE DAY OF THE LOCUST!
LOOKS LIKE NED AND BETTY INVITED THE ENTIRE BUGLE STAFF!

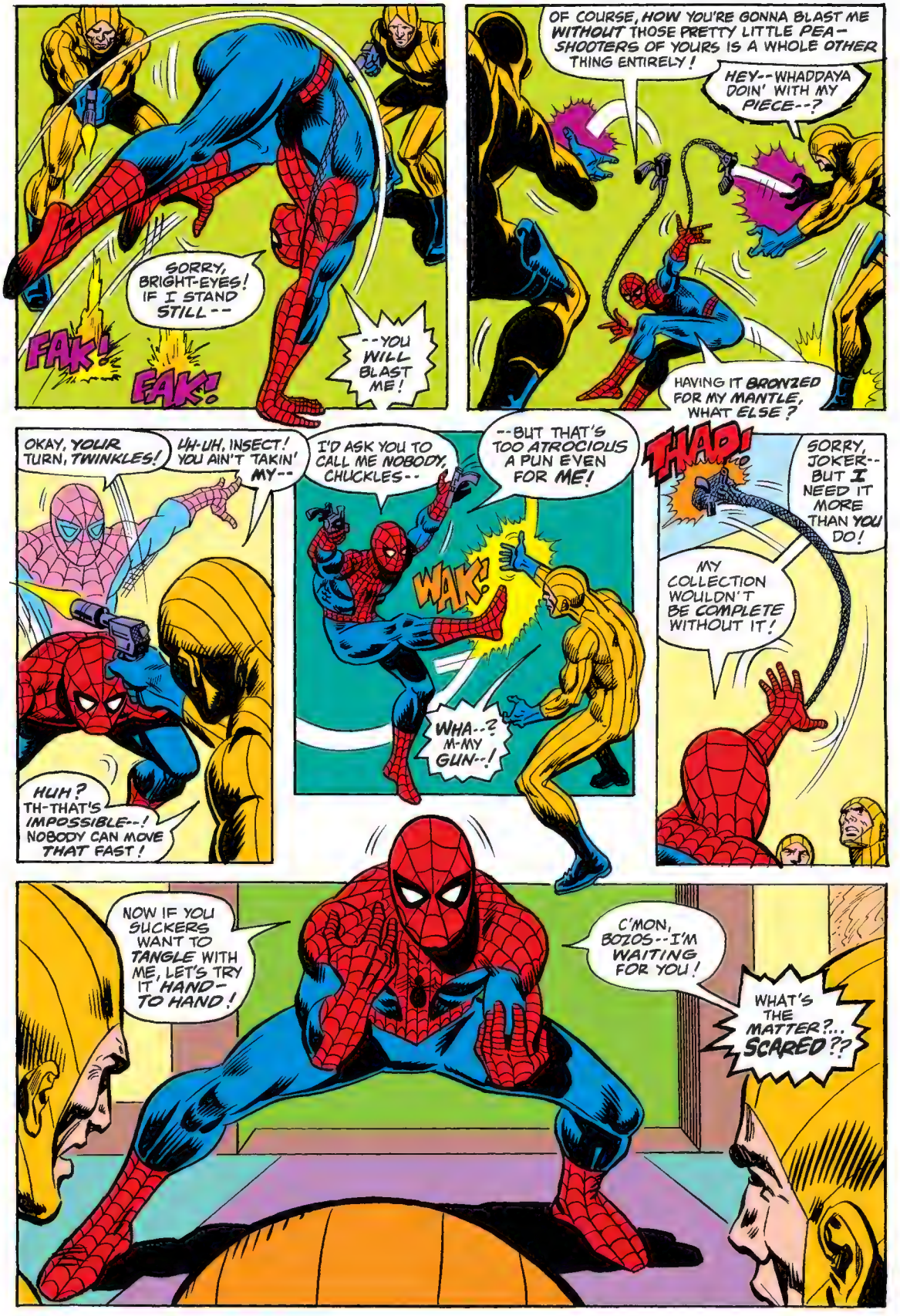
I'M LUCKY THERE WAS STILL A DOILY LEFT BY THE TIME I GOT TO THE TABLE, BUT I GUESS THESE LITTLE HOT DOGS ARE BETTER THAN...
HEY, PETEY--STOW THE CHOW! THE CEREMONY IS ABOUT TO BEGIN!
I KNEW IT-- I'M DESTINED TO STARVE TO DEATH!


STOMACH STILL GROWLING, PETER PARKER JOINS NED LEEDS BEFORE THE ALTAR, THEN BEAMS WITH A SPECIAL PRIDE AS MARY JANE WATSON STEPS SOFTLY DOWN THE AISLE, FOLLOWED BY A BEAUTIFULLY-BEDECKED BETTY BRANT.
NO BRIDE HAS EVER LOOKED LOVELIER.
DEARLY BELOVED, WE ARE GATHERED TODAY TO JOIN THIS MAN AND THIS WOMAN IN THE BONDS OF HOLY MATRIMONY...
GOOD LUCK, BETTY! NO ONE EVER DESERVED HAPPINESS MORE THAN YOU.
HANG IN THERE, NED. JUST TRY NOT TO FAINT TILL IT'S OVER!
AND AS THE MINISTER'S DULCET TONES FILL THE CUPID ROOM WITH SMILES AND TEARS, WE, UNFORTUNATELY, MUST RETIRE TO THE LOBBY FOR A MOMENT--
--FOR SOMETHING'S ABOUT TO HAPPEN THERE THAT WE'VE JUST GOT TO SEE!
IS THERE SOMETHING I CAN DO FOR YOU, GENTLEMEN?
AS A MATTER OF FACT, THERE IS!
YOU CAN GO DIRECTLY TO SLEEP, BUSTER-- DO NOT PASS GO, DO NOT COLLECT SOCIAL SECURITY!
WHAT--? Y-YOUR CLOTHING-- IT'S CHANGED TO...
UHHHN!!
PFUT!
NOBODY'LL NOTICE THIS GUY ONCE I TUCK HIM UNDER THE COUNTER-- AND THAT TRANK-DART WILL KEEP HIM OUT FOR HOURS!
NOW WHAT, BOSS?
NOW WE SEAL OFF THE BUILDING-- AND DO WHAT WE CAME HERE TO DO!
THERE ARE A HALF-DOZEN WEDDINGS UNDER WAY HERE TODAY--GUESTS ALL CARRYING LARGE AMOUNTS OF MONEY FOR GIFTS--WOMEN ALL WEARING THEIR MOST EXPENSIVE JEWELRY--!
WELL, WE'VE JUST INVITED OURSELVES TO ALL THOSE WEDDINGS--
--AND WE'RE GOING TO HELP OURSELVES TO A MINOR FORTUNE!

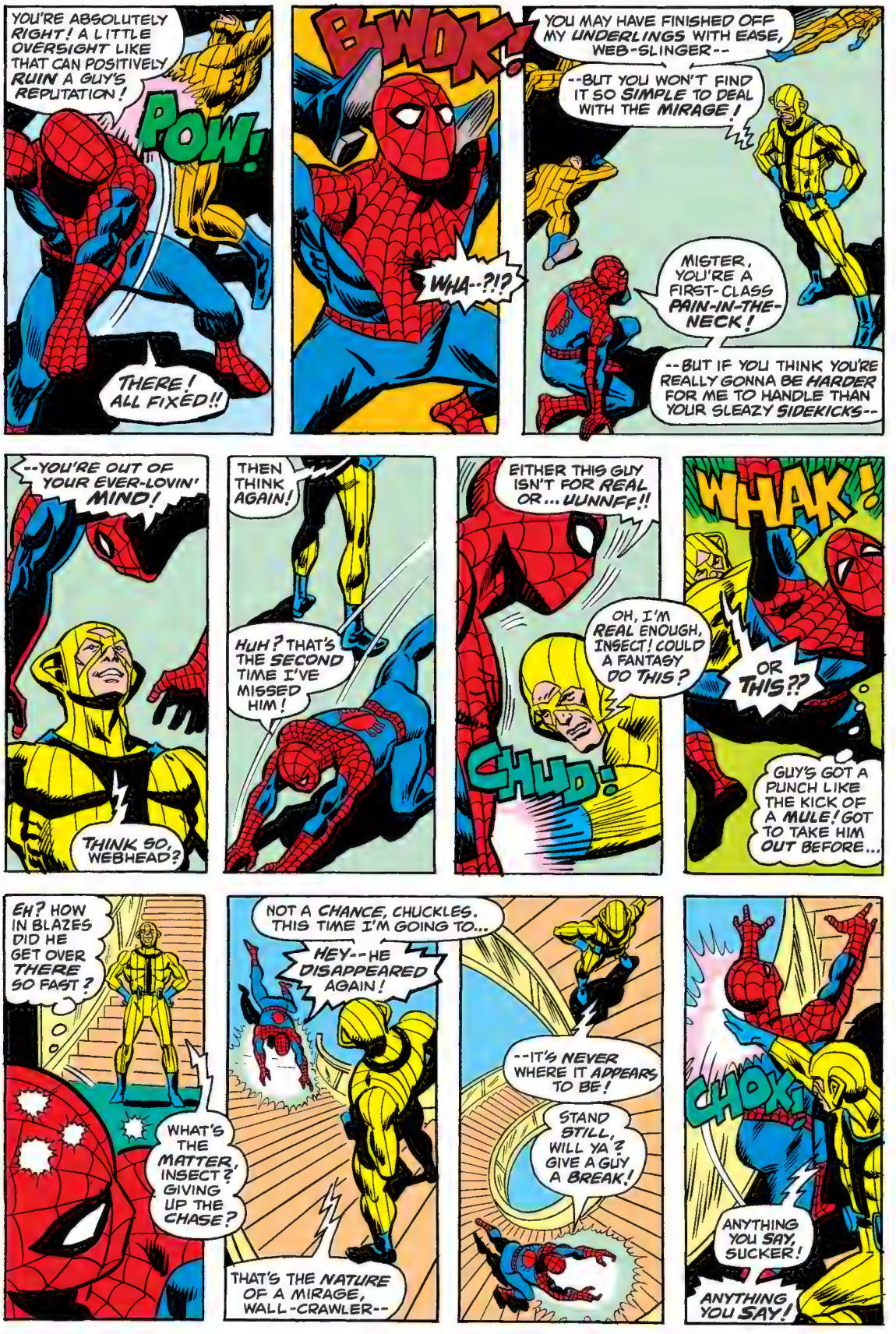
THE GAUDILY-CLAD THIEVES MOVE SWIFTLY. FIRST, THE SHAPIRO WEDDING...
OKAY, EVERYONE DO PRECISELY AS I SAY-- AND NOBODY GETS HURT!
OY VAY!
CLAT
CLAT
CLAT CLAT
..THEN THE JABBAR WEDDING...
SORRY TO BOTHER YOU, FOLKS--SO WE'LL JUST TRY TO ROB YOU AS QUICKLY AS POSSIBLE!
CLAKETY CLAKETY
...THEN THE O'HARA WEDDING...
JUST PUT ALL YOUR CASH AND JEWELRY INTO THE SUITCASE --!
CLAK CLAK
CLAK CLAK
... AND FINALLY...
...AND IF THERE IS ANYONE WHO CAN SHOW JUST CAUSE WHY THESE TWO SHOULD NOT BE WED, LET HIM SPEAK NOW OR FOREVER...
HOLD IT!!
WHO--?
ALLOW ME TO INTRODUCE MYSELF, PEOPLE! I AM CALLED THE MIRAGE..
--AND I'VE COME HERE TO ROB YOU BLIND!!

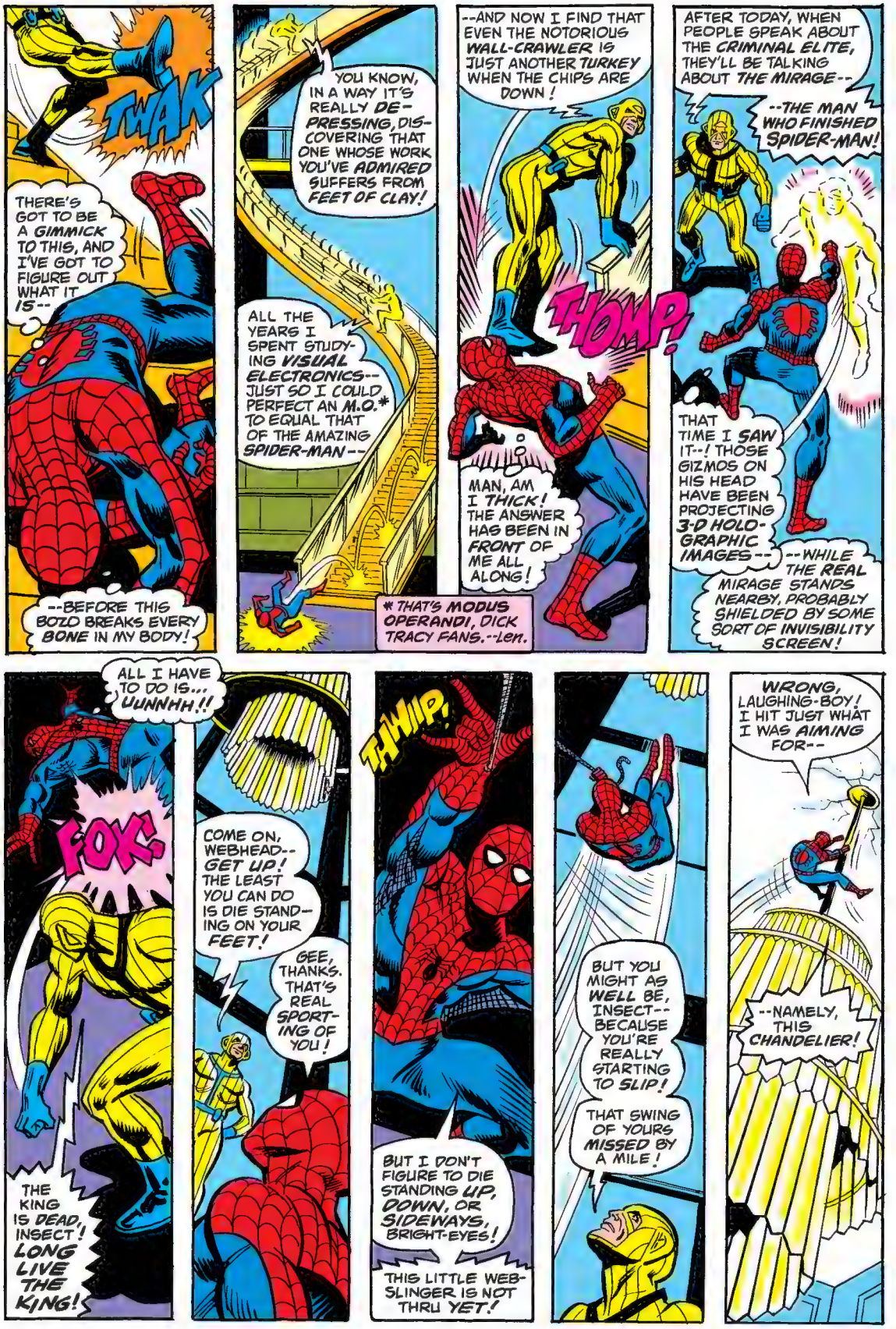
NO--NOT MY PURSE! YOU CAN'T--!
DON'T WORRY, MISS ALLEN. I WON'T LET HIM...UUNNFF!
CAREFUL, LITTLE MAN--VIOLENCE BEGETS VIOLENCE!
NOW LISTEN, MISTER--!
EASY, ROBERTSON--I'LL HANDLE THIS!
YEAH, POPS--WHADDAYA WANT?
I--er--JUST WANTED TO--eh--KNOW IF YOU--ah--GENTLEMEN WOULD ACCEPT A CHECK?
POPS--WE'LL ACCEPT ANYTHING--JUST SO LONG AS WE CAN SPEND IT!
GOTTA GET OUT OF HERE--AND CHANGE TO SPIDEY BEFORE THOSE CLOWNS WALK AWAY WITH EVERYTHING THIS SIDE OF J. JONAH'S TEETH!
BUT HOW DO I KEEP THE CROWD AND THOSE THUGS FROM NOTICING...
HEY--THAT LIGHT SWITCH--!
I THOUGHT I WAS A COMPULSIVE NEUROTIC, WEARING MY SPIDEY OUTFIT UNDER MY CLOTHES TODAY OF ALL DAYS--
--BUT I GUESS I WAS MERELY PROPHETIC!
HOLY BIBLE
NOW IF I CAN JUST SNAG THAT SWITCH BEFORE NED OR THE MINISTER SEES ME...
GOT IT! NOW A NEAT LITTLE TUG--
THAP!
--AND IT'S BLACKOUT TIME!
HEY, WHAT IS THIS?
EEEEEEK!
OHHH
HELP!
WHO TURNED OUT THE LIGHTS?
GET 'EM BACK ON FAST--OR I'LL START SHOOTING!
HEY, DON'T POINT THAT THING AT ME, IDIOT--I'M ON YOUR SIDE!
AIIEEE
AND WHEN GROPING FINGERS AT LAST LOCATE THE LIGHT SWITCH...
OKAY, WHO'S RESPONSIBLE FOR THAT?
DO DA NAME RUBY BEGONIA RING A FAMILIAR NOTE DERE, CHUCKLES?
HEY--WHERE'S PETER?

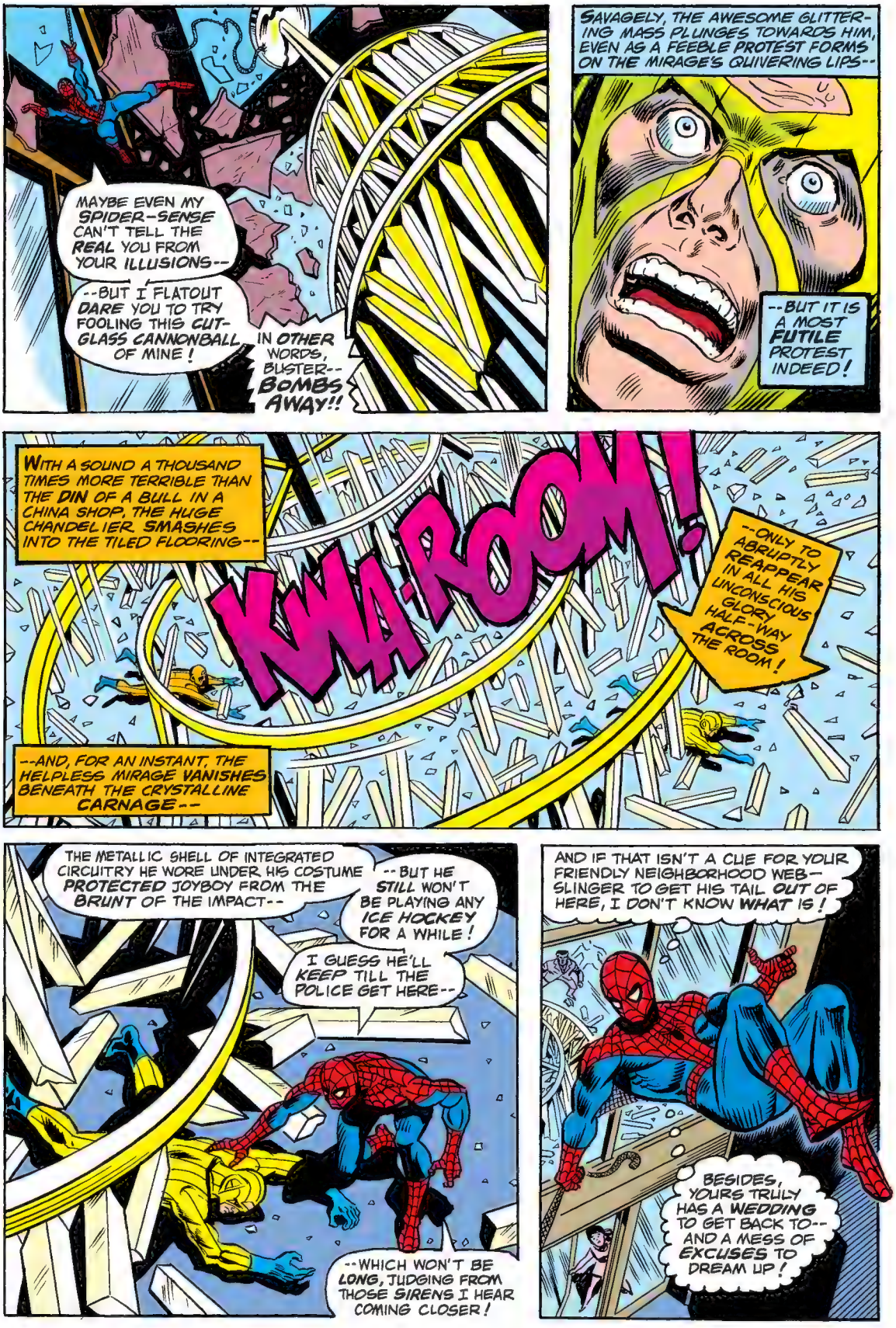

SHAME ON YOU, SWEET--UMS!
FAK!
FAK!
DO YOU REALLY THINK I'D BE SO CRASS AS TO STEAL FROM THESE NICE PEOPLE?
LOOK, I DON'T KNOW WHAT YOU'RE DOING HERE, WEB-SLINGER--
--BUT I'LL PUT YOU IN A PINE BOX BEFORE I'LL LET YOU RIP OFF MY ACTION!
THAT'S NOT VERY NICE, YOU KNOW!
--AND BLAST THAT LOUSY WALL-CRAWLER!
IT'S SPIDER-MAN! SET YOUR MULTI-GUNS ON KILL--
FAK!
FAK!
FAK!
ACTUALLY, I JUST DROPPED BY TO GIVE NED AND BETTY MY BEST ON THEIR WEDDING DAY--
--BUT I THINK THEY'LL SETTLE FOR ME JUST GIVING THEM YOUR POINTY LITTLE HEADS!
FIGURE YOU CAN TAKE US, INSECT?
WELL, I WOULDN'T BET ON IT!
WAS I, WEBHEAD?
HUH? I--I MISSED! BUT YOU WERE STANDING RIGHT HERE A SECOND AGO!
WELL, A SECOND FROM NOW, INSECT-- AND YOU AIN'T GONNA BE STANDIN' ANY-WHERE!
HEY--STAND STILL, BLAST YA!
SPAK


SORRY, BRIGHT-EYES! IF I STAND STILL--
FAK!
FAK!
--YOU WILL BLAST ME!
OF COURSE, HOW YOU'RE GONNA BLAST ME WITHOUT THOSE PRETTY LITTLE PEA-SHOOTERS OF YOURS IS A WHOLE OTHER THING ENTIRELY!
HEY--WHADDAYA DOIN' WITH MY PIECE--?
HAVING IT BRONZED FOR MY MANTLE, WHAT ELSE?
OKAY, YOUR TURN, TWINKLES!
UH-UH, INSECT! YOU AIN'T TAKIN' MY--
HUH? TH-THAT'S IMPOSSIBLE--! NOBODY CAN MOVE THAT FAST!
I'D ASK YOU TO CALL ME NOBODY, CHUCKLES--
--BUT THAT'S TOO ATROCIOUS A PUN EVEN FOR ME!
WAK!
WHA--? M-MY GUN--!
THAP!
SORRY, JOKER-- BUT I NEED IT MORE THAN YOU DO!
MY COLLECTION WOULDN'T BE COMPLETE WITHOUT IT!
NOW IF YOU SUCKERS WANT TO TANGLE WITH ME, LET'S TRY IT HAND-TO HAND!
C'MON, BOZOS--I'M WAITING FOR YOU!
WHAT'S THE MATTER?... SCARED??

WE'LL SHOW YOU WHO'S SCARED, INSECT!
BAD QUESTION, HUH ?
BOY, YOU GUYS SURE ARE TOUCHY!
BUT SINCE YOU ALL JUMPED INTO THIS LITTLE FRACAS FEET-FIRST, I'M SURE YOU WON'T MIND ME DOING THE SAME!
CUT THE CHATTER, WEBHEAD! THIS AIN'T NO GAME WE'RE PLAYIN'!
THAT'S WHERE YOU'RE WRONG, BUSTER!
THIS IS MOST DEFINITELY A GAME!
THE NAME OF IT IS "SPIN-THE-BADGUY"--
--AND IT'S GOT A FINISH GUARANTEED TO KNOCK YOU RIGHT OUT OF YOUR SOCKS!
HEY--HOW STRONG IS THIS FREAK? HE'S SPINNIN' US AROUND LIKE WE WAS NOTHING!
THWAM!
BAMM!
JUST REMEMBER, HOTSHOT--- YOU SAID IT, I DIDN'T!
NOW YOU'VE HAD IT, WALL-CRAWLER!
YA SHOULD'VE MADE SURE YA TOTALLED ME BEFORE YA TOOK ON MY PALS!


YOU'RE ABSOLUTELY RIGHT! A LITTLE OVERSIGHT LIKE THAT CAN POSITIVELY RUIN A GUY'S REPUTATION!
POW!
THERE! ALL FIXED!!
BWOK!
WHA--?!?
YOU MAY HAVE FINISHED OFF MY UNDERLINGS WITH EASE, WEB-SLINGER--
--BUT YOU WON'T FIND IT SO SIMPLE TO DEAL WITH THE MIRAGE!
MISTER, YOU'RE A FIRST-CLASS PAIN-IN-THE-NECK!
--BUT IF YOU THINK YOU'RE REALLY GONNA BE HARDER FOR ME TO HANDLE THAN YOUR SLEAZY SIDEKICKS--
--YOU'RE OUT OF YOUR EVER-LOVIN' MIND!
THINK SO, WEBHEAD?
THEN THINK AGAIN!
HUH? THAT'S THE SECOND TIME I'VE MISSED HIM!
EITHER THIS GUY ISN'T FOR REAL OR... UUNNFF!!
OH, I'M REAL ENOUGH, INSECT! COULD A FANTASY DO THIS?
CHUD!
WHAK!
OR THIS??
GUY'S GOT A PUNCH LIKE THE KICK OF A MULE! GOT TO TAKE HIM OUT BEFORE...
EH? HOW IN BLAZES DID HE GET OVER THERE SO FAST?
WHAT'S THE MATTER, INSECT? GIVING UP THE CHASE?
NOT A CHANCE, CHUCKLES. THIS TIME I'M GOING TO...
HEY--HE DISAPPEARED AGAIN!
THAT'S THE NATURE OF A MIRAGE, WALL-CRAWLER--
--IT'S NEVER WHERE IT APPEARS TO BE!
STAND STILL, WILL YA? GIVE A GUY A BREAK!
CHOK!
ANYTHING YOU SAY, SUCKER!
ANYTHING YOU SAY!


THWAK
THERE'S GOT TO BE A GIMMICK TO THIS, AND I'VE GOT TO FIGURE OUT WHAT IT IS--
--BEFORE THIS BOZO BREAKS EVERY BONE IN MY BODY!
YOU KNOW, IN A WAY IT'S REALLY DE-PRESSING, DISCOVERING THAT ONE WHOSE WORK YOU'VE ADMIRED SUFFERS FROM FEET OF CLAY!
ALL THE YEARS I SPENT STUDYING VISUAL ELECTRONICS--JUST SO I COULD PERFECT AN M.O.* TO EQUAL THAT OF THE AMAZING SPIDER-MAN--
* THAT'S MODUS OPERANDI, DICK TRACY FANS.--Len.
--AND NOW I FIND THAT EVEN THE NOTORIOUS WALL-CRAWLER IS JUST ANOTHER TURKEY WHEN THE CHIPS ARE DOWN!
THOMP!
MAN, AM I THICK! THE ANSWER HAS BEEN IN FRONT OF ME ALL ALONG!
AFTER TODAY, WHEN PEOPLE SPEAK ABOUT THE CRIMINAL ELITE, THEY'LL BE TALKING ABOUT THE MIRAGE--
--THE MAN WHO FINISHED SPIDER-MAN!
THAT TIME I SAW IT--! THOSE GIZMOS ON HIS HEAD HAVE BEEN PROJECTING 3-D HOLOGRAPHIC IMAGES--
--WHILE THE REAL MIRAGE STANDS NEARBY, PROBABLY SHIELDED BY SOME SORT OF INVISIBILITY SCREEN!
ALL I HAVE TO DO IS... UUNNHH!!
FOK!
THE KING IS DEAD, INSECT! LONG LIVE THE KING!
COME ON, WEBHEAD--GET UP! THE LEAST YOU CAN DO IS DIE STANDING ON YOUR FEET!
GEE, THANKS. THAT'S REAL SPORTING OF YOU!
THWIP!
BUT I DON'T FIGURE TO DIE STANDING UP, DOWN, OR SIDEWAYS, BRIGHT-EYES!
THIS LITTLE WEB-SLINGER IS NOT THRU YET!
BUT YOU MIGHT AS WELL BE, INSECT--BECAUSE YOU'RE REALLY STARTING TO SLIP!
THAT SWING OF YOURS MISSED BY A MILE!
WRONG, LAUGHING-BOY! I HIT JUST WHAT I WAS AIMING FOR--
--NAMELY, THIS CHANDELIER!


MAYBE EVEN MY SPIDER-SENSE CAN'T TELL THE REAL YOU FROM YOUR ILLUSIONS--
--BUT I FLATOUT DARE YOU TO TRY FOOLING THIS CUT-GLASS CANNONBALL OF MINE!
IN OTHER WORDS, BUSTER-- BOMBS AWAY!!
SAVAGELY, THE AWESOME GLITTERING MASS PLUNGES TOWARDS HIM, EVEN AS A FEEBLE PROTEST FORMS ON THE MIRAGE'S QUIVERING LIPS--
--BUT IT IS A MOST FUTILE PROTEST INDEED!
WITH A SOUND A THOUSAND TIMES MORE TERRIBLE THAN THE DIN OF A BULL IN A CHINA SHOP, THE HUGE CHANDELIER SMASHES INTO THE TILED FLOORING--
KWA-ROOM!
--ONLY TO ABRUPTLY REAPPEAR IN ALL HIS UNCONSCIOUS GLORY HALF-WAY ACROSS THE ROOM!
--AND, FOR AN INSTANT, THE HELPLESS MIRAGE VANISHES BENEATH THE CRYSTALLINE CARNAGE--
THE METALLIC SHELL OF INTEGRATED CIRCUITRY HE WORE UNDER HIS COSTUME PROTECTED JOYBOY FROM THE BRUNT OF THE IMPACT--
--BUT HE STILL WON'T BE PLAYING ANY ICE HOCKEY FOR A WHILE!
I GUESS HE'LL KEEP TILL THE POLICE GET HERE--
--WHICH WON'T BE LONG, JUDGING FROM THOSE SIRENS I HEAR COMING CLOSER!
AND IF THAT ISN'T A CUE FOR YOUR FRIENDLY NEIGHBORHOOD WEB-SLINGER TO GET HIS TAIL OUT OF HERE, I DON'T KNOW WHAT IS!
BESIDES, YOURS TRULY HAS A WEDDING TO GET BACK TO-- AND A MESS OF EXCUSES TO DREAM UP!

HEY, THINGS ARE DEFINITELY PICKING UP! I'VE FINALLY FIGURED OUT HOW TO TIE THIS STUPID BOWTIE!
NOW ALL I HAVE TO FIGURE OUT IS WHERE I'VE SUPPOSEDLY BEEN ALL THIS TIME!
AND, AFTER FINALLY DECIDING THAT HONESTY (OF A SORT) IS REALLY THE BEST POLICY...
EVERYBODY HERE OKAY? SORRY I TOOK SO LONG--BUT AFTER I CALLED THE POLICE, SPIDER-MAN AND THOSE THUGS WERE BUSTING THINGS UP SO BADLY IN HERE, I JUST COULDN'T GET BACK TO YOU!
YOU HAD US WORRIED HALF TO DEATH, MR. PARKER. YOUR POOR AUNT WAS COMING APART AT THE SEAMS!
AND I'LL BET YOU DIDN'T GET ME A SINGLE LOUSY PHOTO, DID YOU? PARKER, YOU'RE THE MOST INCOMPETENT...
ER--MR. JAMESON? OUR WEDDING--? WE WOULD LIKE TO FINISH IT SOMETIME TODAY.
AND WHEN THE WEDDING GUESTS ARE ONCE MORE SEATED...
...AND NOW, BY THE POWER VESTED IN ME BY THE CITY OF NEW YORK, I DO PRONOUNCE YOU... HUSBAND AND WIFE!
YOU MAY NOW KISS THE BRIDE!
AS IF I HAD TO MENTION IT.
CONGRATULATIONS, YOU TWO. IT'S ABOUT TIME!
TAKE CARE, EVERYONE. IF YOU EVER GET TO PARIS, COME SEE US!
OH--MY BOUQUET! I ALMOST FORGOT--!
GOODBYE, GANG. WE'RE GOING TO MISS YOU!
SNIFF--THERE GO TWO OF THE NICEST--SNUFF--KIDS WHO EVER WORKED FOR ME--SNUFF
I SHOULD'VE GIVEN THEM THAT RAISE WHEN THEY ASKED FOR IT.
WELL, THERE GOES ONE REALLY TOGETHER COUPLE, TIGER.
BELIEVE ME, MJ--I KNOW THAT BETTER THAN ANYONE!
JUST MARRIED
GRACIOUS ME, BETTY COULDN'T HAVE BEEN SERIOUS...COULD SHE?
ENJOY YOURSELVES, YOU TWO--AND KEEP IN TOUCH!

Epilogue:
A SHORT TIME LATER, ON A QUIET STREET IN FOREST HILLS...
IT WAS SWEET OF DEAR MARY JANE TO INVITE ME TO HER PLACE FOR TEA ALONG WITH HER AUNT ANNA...
...BUT POOR ANNA MAY VISITS WITH HER NIECE SO RARELY, I JUST COULDN'T INTRUDE!
NO, I'LL JUST FIX MYSELF A NICE QUIET DINNER, WATCH TONY ORLANDO AND DAWN ON TV, AND...
LAND SAKES! WH-WHO ARE YOU? WH-WHAT DO YOU WANT HERE?
DEAR MAY, THANK HEAVENS YOU'RE HERE AT LAST!
I--I'M WARNING YOU--! LEAVE HERE IMMEDIATELY-- OR I'LL SCREAM!
NO, MY DEAR-- PLEASE! DON'T YOU RECOGNIZE ME?
IT IS I... OTTO OCTAVIUS!
DOCTOR OCTOPUS HAS RETURNED FROM THE DEAD!
NEXT ISSUE!
THE TITLE SAYS IT ALL! BE HERE FOR... "THE GHOST THAT HAUNTED OCTOPUS"

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APPROVED BY THE COMICS CODE AUTHORITY
the AMAZING SPIDER-MAN™
DOCTOR OCTOPUS HAS RETURNED FROM THE DEAD, WEB-SLINGER!
LET'S SEE IF YOU CAN DO THE SAME!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

JK286

LEN WEIN WRITER/EDITOR / ROSS ANDRU ILLUSTRATOR / MIKE ESPOSITO DELINEATOR / GLYNIS WEIN Colorist / JOHN COSTANZA letterer / MARV WOLFMAN PEDESTRIAN

THE GHOST THAT HAUNTED OCTOPUS!

THE EVENING AIR IS STILL CRISP WITH LATE WINTER'S CHILL, AND THE BREEZE BLOWING IN OFF THE HEAVILY-POLLUTED HUDSON RIVER CUTS THRU ONE'S CLOTHING LIKE THE BLADE OF A RUSTY KNIFE.

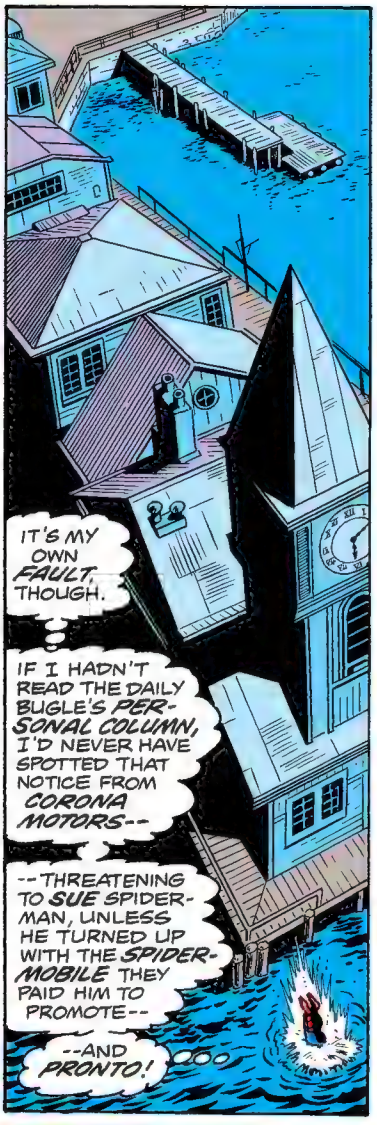
ALL IN ALL, IT'S NOT EXACTLY THE SORT OF NIGHT ANYONE IN HIS RIGHT MIND WOULD CHOOSE TO GO SWIMMING.

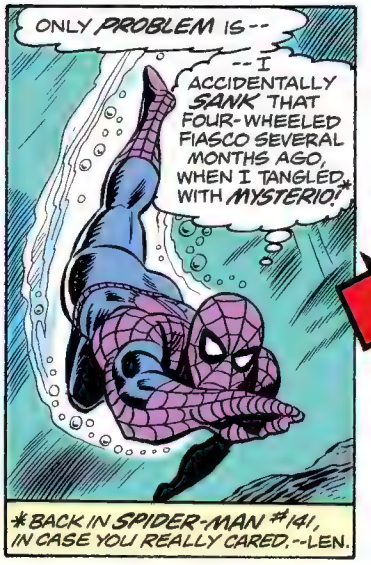
BUT UNFORTUNATELY, EVERYBODY'S FAVORITE WEB-SPINNER DOESN'T REALLY HAVE A CHOICE!

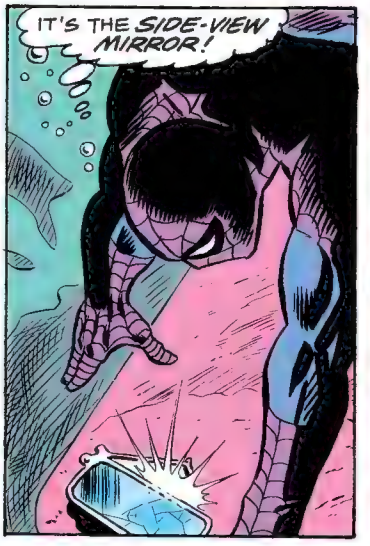
WHEN I FIRST GOT INVOLVED IN CARTER AND LOMBARDO'S SPIDER-MOBILE SCHEME, I FIGURED I MIGHT GET RICH!*

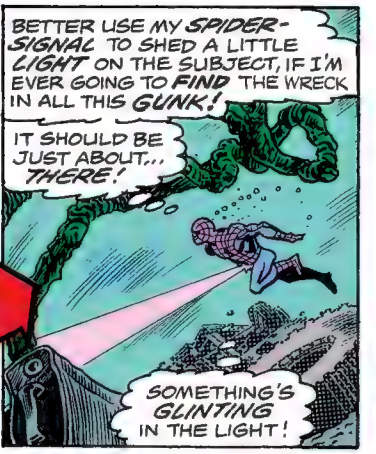
SHOULD'VE KNOWN, IN THE END, ALL I'D WIND UP GETTING IS...PNEUMONIA!

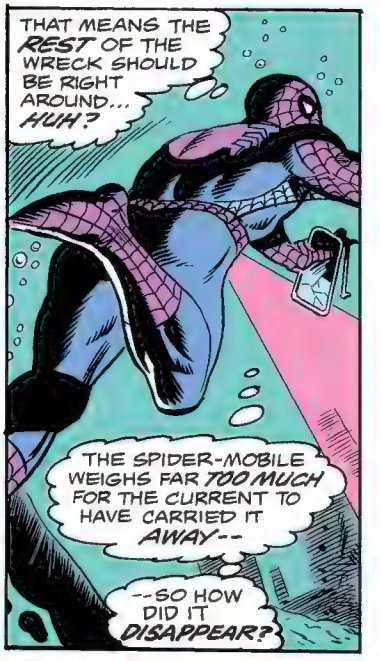
*BACK IN SPIDEY #126--LEN.

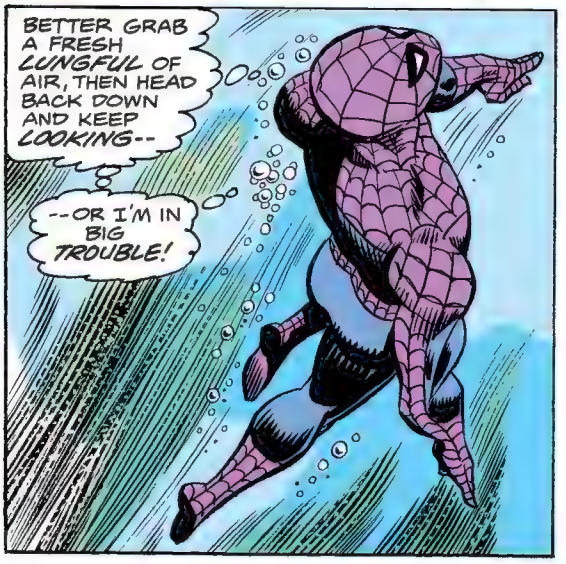

IT'S MY OWN FAULT, THOUGH.
IF I HADN'T READ THE DAILY BUGLE'S PERSONAL COLUMN, I'D NEVER HAVE SPOTTED THAT NOTICE FROM CORONA MOTORS--
--THREATENING TO SUE SPIDER-MAN, UNLESS HE TURNED UP WITH THE SPIDER-MOBILE THEY PAID HIM TO PROMOTE--
--AND PRONTO!

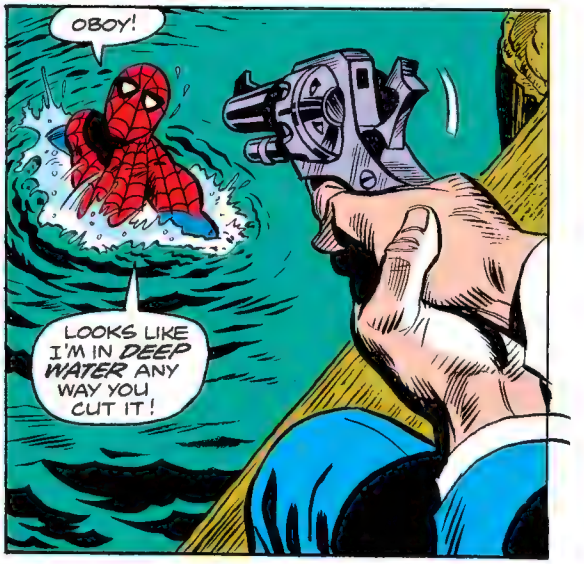

ONLY PROBLEM IS--
--I ACCIDENTALLY SANK THAT FOUR-WHEELED FIASCO SEVERAL MONTHS AGO, WHEN I TANGLED WITH MYSTERIO!*
*BACK IN SPIDER-MAN #141, IN CASE YOU REALLY CARED.--LEN.

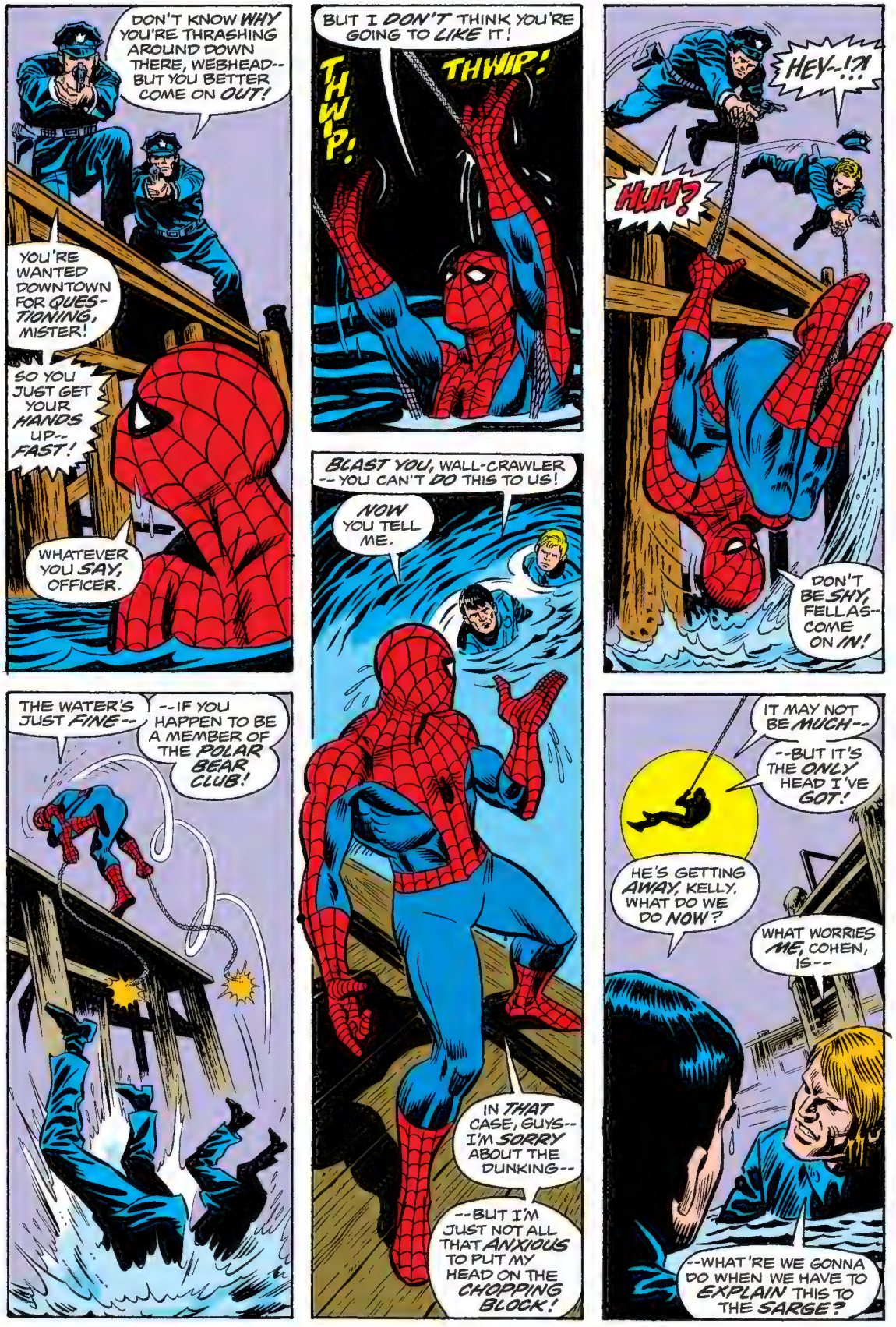

IT'S THE SIDE-VIEW MIRROR!

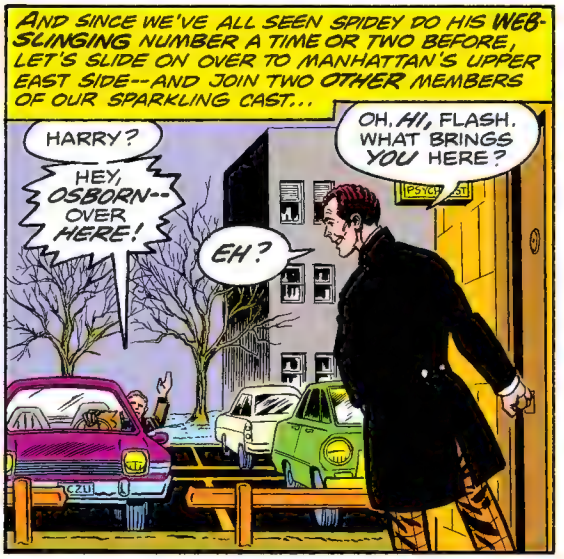

BETTER USE MY SPIDER-SIGNAL TO SHED A LITTLE LIGHT ON THE SUBJECT, IF I'M EVER GOING TO FIND THE WRECK IN ALL THIS GUNK!
IT SHOULD BE JUST ABOUT... THERE!
SOMETHING'S GLINTING IN THE LIGHT!

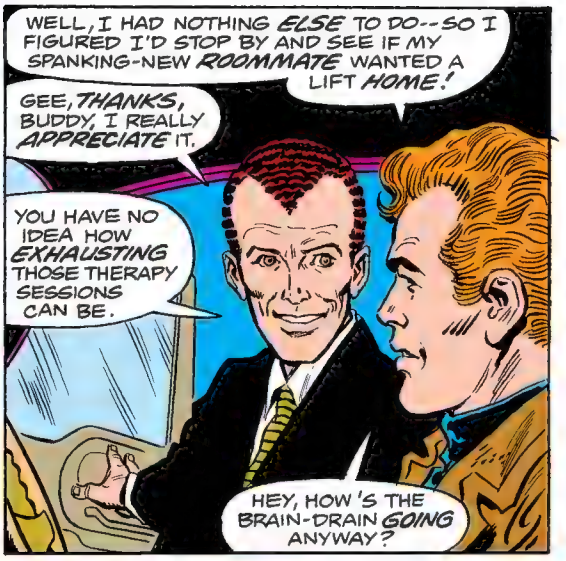

THAT MEANS THE REST OF THE WRECK SHOULD BE RIGHT AROUND... HUH?
THE SPIDER-MOBILE WEIGHS FAR TOO MUCH FOR THE CURRENT TO HAVE CARRIED IT AWAY--
--SO HOW DID IT DISAPPEAR?


BETTER GRAB A FRESH LUNGFUL OF AIR, THEN HEAD BACK DOWN AND KEEP LOOKING--
--OR I'M IN BIG TROUBLE!

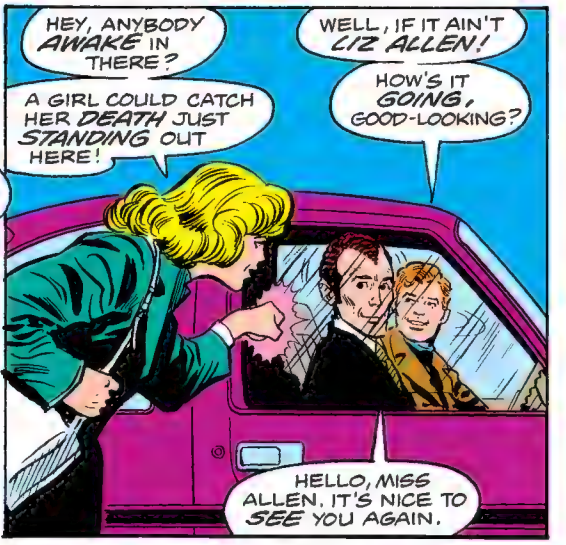

OBOY!
LOOKS LIKE I'M IN DEEP WATER ANY WAY YOU CUT IT!

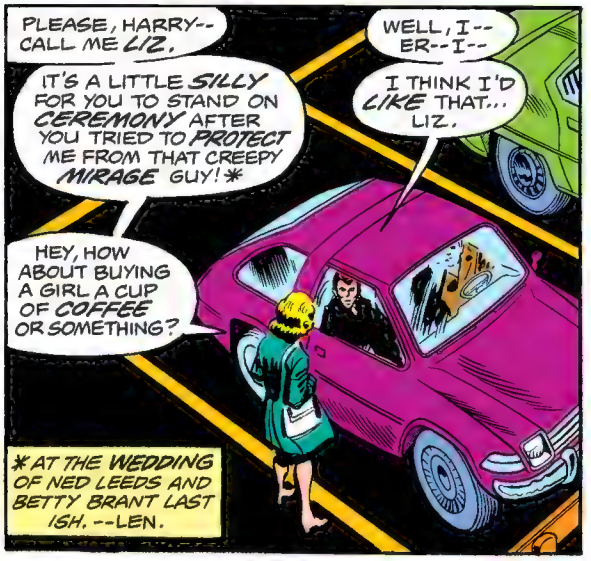

DON'T KNOW WHY YOU'RE THRASHING AROUND DOWN THERE, WEBHEAD-- BUT YOU BETTER COME ON OUT!
YOU'RE WANTED DOWNTOWN FOR QUESTIONING, MISTER!
SO YOU JUST GET YOUR HANDS UP-- FAST!
WHATEVER YOU SAY, OFFICER.
BUT I DON'T THINK YOU'RE GOING TO LIKE IT!
THWIP!
THWIP!
HEY--!?!
HUH?
DON'T BE SHY, FELLAS-- COME ON IN!
BLAST YOU, WALL-CRAWLER -- YOU CAN'T DO THIS TO US!
NOW YOU TELL ME.
IN THAT CASE, GUYS-- I'M SORRY ABOUT THE DUNKING--
--BUT I'M JUST NOT ALL THAT ANXIOUS TO PUT MY HEAD ON THE CHOPPING BLOCK!
THE WATER'S JUST FINE--
--IF YOU HAPPEN TO BE A MEMBER OF THE POLAR BEAR CLUB!
IT MAY NOT BE MUCH--
--BUT IT'S THE ONLY HEAD I'VE GOT!
HE'S GETTING AWAY, KELLY. WHAT DO WE DO NOW?
WHAT WORRIES ME, COHEN, IS--
--WHAT'RE WE GONNA DO WHEN WE HAVE TO EXPLAIN THIS TO THE SARGE?

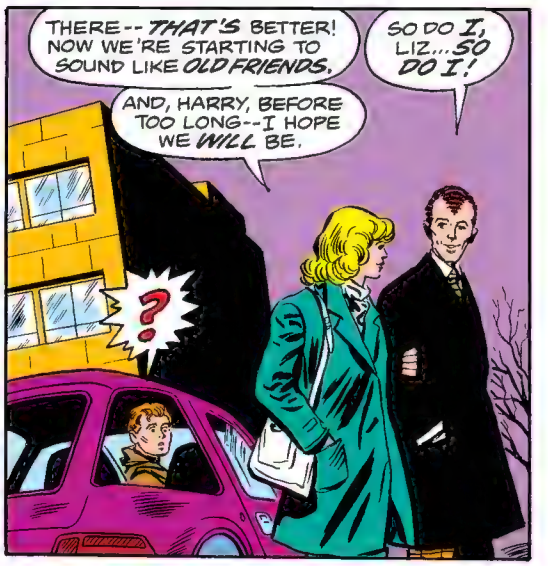

AND SINCE WE'VE ALL SEEN SPIDEY DO HIS WEB-SLINGING NUMBER A TIME OR TWO BEFORE, LET'S SLIDE ON OVER TO MANHATTAN'S UPPER EAST SIDE--AND JOIN TWO OTHER MEMBERS OF OUR SPARKLING CAST...
HARRY?
HEY, OSBORN--OVER HERE!
EH?
OH, HI, FLASH. WHAT BRINGS YOU HERE?
PSYCH


WELL, I HAD NOTHING ELSE TO DO--SO I FIGURED I'D STOP BY AND SEE IF MY SPANKING-NEW ROOMMATE WANTED A LIFT HOME!
GEE, THANKS, BUDDY, I REALLY APPRECIATE IT.
YOU HAVE NO IDEA HOW EXHAUSTING THOSE THERAPY SESSIONS CAN BE.
HEY, HOW'S THE BRAIN-DRAIN GOING ANYWAY?

JUST SWELL--OR SO MY THERAPIST TELLS ME.
I STILL CAN'T REMEMBER ANYTHING THAT HAPPENED DURING THE WEEKS RIGHT AFTER MY FATHER DIED*--
BUT DOCTOR BANNING SAYS I'M ADJUSTING TO THE FACT OF MY TEMPORARY INSANITY VERY WELL. IT'S...
* NORMAN OSBORN--THE GREEN GOBLIN--MET HIS END BACK IN ISH #122.--LEN.

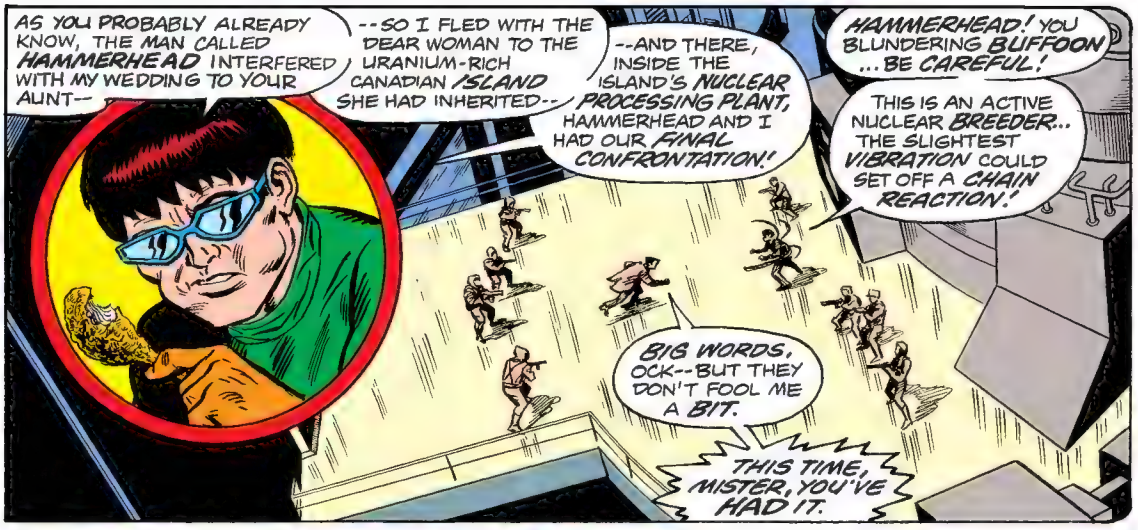

HEY, ANYBODY AWAKE IN THERE?
WELL, IF IT AIN'T LIZ ALLEN!
A GIRL COULD CATCH HER DEATH JUST STANDING OUT HERE!
HOW'S IT GOING, GOOD-LOOKING?
HELLO, MISS ALLEN. IT'S NICE TO SEE YOU AGAIN.


PLEASE, HARRY--CALL ME LIZ.
WELL, I--ER--I--
IT'S A LITTLE SILLY FOR YOU TO STAND ON CEREMONY AFTER YOU TRIED TO PROTECT ME FROM THAT CREEPY MIRAGE GUY!*
I THINK I'D LIKE THAT... LIZ.
HEY, HOW ABOUT BUYING A GIRL A CUP OF COFFEE OR SOMETHING?
*AT THE WEDDING OF NED LEEDS AND BETTY BRANT LAST ISH. --LEN.

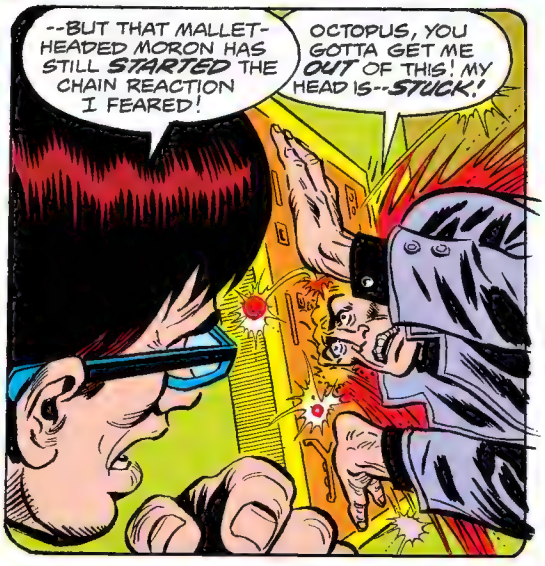

THERE--THAT'S BETTER! NOW WE'RE STARTING TO SOUND LIKE OLD FRIENDS.
SO DO I, LIZ...SO DO I!
AND, HARRY, BEFORE TOO LONG--I HOPE WE WILL BE.
?

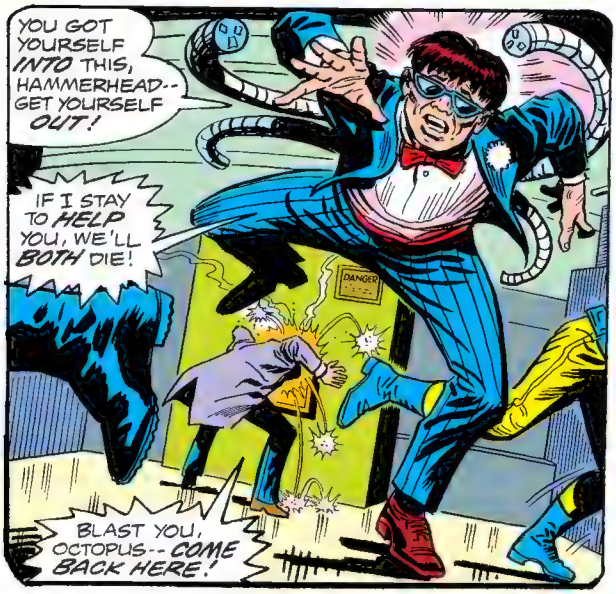
WHILE, IN A PLEASANTLY-DECORATED APARTMENT IN FOREST HILLS...
YOU'VE HELD THIS PARCEL FOR ME ALL THESE MONTHS, MY DEAR?
OF COURSE, OTTO. WHY WOULDN'T I?
NOW YOU GO WASH UP-- WHILE I FIX US A NICE CUP OF TEA.
SHE'S A GOOD WOMAN, THAT MAY PARKER--
--BETTER THAN I DESERVE.
AFTER LEAVING HER VIRTUALLY STRANDED AT THE ALTAR ON OUR WEDDING DAY--
--SHE STILL TAKES ME BACK WITHOUT QUESTION, WITHOUT HESITATION--
--AND I THANK MY LUCKY STARS THAT SHE DID!
NO LONGER WILL I FLEE FROM MY PRIVATE NIGHTMARE LIKE SOME CRAVEN COWARD!
FROM NOW ON, I WILL TAKE A STAND--
--AND CONFRONT THE SHADOWS THAT PURSUE ME LIKE A MAN!
BECAUSE OF THE FAITH AND CONFIDENCE OF ONE SWEET, GENTLE WOMAN--
DOCTOR OCTOPUS LIVES AGAIN!
OH, OTTO... YOU'RE SUCH A TEASE.

ON WHICH NOTE, WE'LL JUMP ABOUT AN HOUR AHEAD--AS A FATEFUL FINGER STABS A CERTAIN DOORBELL--
--AND OUR LITTLE SAGA PREPARES TO SHIFT INTO HIGH GEAR!
WHY, PETER! I DIDN'T EXPECT YOU TONIGHT.
JUST THOUGHT YOU MIGHT LIKE TO JOIN ME IN A TUB OF COLONEL CHICKEN, AUNT MAY--
--THOUGH I DOUBT IF WE'LL BOTH FIT.
NOW WHY DON'T YOU GO RUSTLE US UP A COUPLE OF PLATES, PRETTY LADY, AND WE'LL...
HUH?
OH, SHAME ON ME, PETER DEAR, I REALLY SHOULD INTRODUCE YOU TO MY GUEST.
YOU DO REMEMBER DOCTOR OCTAVIUS, DON'T YOU?
EVENING, PARKER. IT'S--ER--NICE TO SEE YOU AGAIN.
YEAH--AH--SURE. SAME HERE.
DOCTOR OCTOPUS--ALIVE?
DON'T KNOW WHAT'S GOING ON HERE--BUT I'M GONNA FIND OUT!
BUT FIRST I'VE GOT TO GET AUNT MAY OUT OF HARM'S WAY!
ER--AUNT MAY, IT'S A LITTLE COLD IN HERE. WOULD YOU MIND GETTING ME MY RED SWEATER?
OF COURSE NOT, DEAR. I WOULDN'T WANT YOU TO CATCH A CHILL.
YOU TWO ENTERTAIN ONE ANOTHER--AND I'LL BE RIGHT BACK.
RED SWEATER... RED SWEATER... NOW WHERE DID I PUT THAT RED SWEATER?
LOOK, PARKER, I KNOW WHAT YOU'RE THINKING BUT...
OCTOPUS, IF YOU REALLY KNEW WHAT I WAS THINKING, YOU'D HAVE SHRIVELED UP BY NOW.
I WANT TO KNOW YOUR GAME, MISTER--OR, SIX ARMS OR OTHERWISE, I'M GONNA WRING YOUR CHUBBY NECK!
I CAN UNDERSTAND YOUR ANGER, MY BOY--BUT I SWEAR I MEAN YOUR AUNT AND YOU NO HARM!
PLEASE, GIVE ME A PIECE OF THAT CHICKEN--AND I'LL EXPLAIN EVERYTHING.


AS YOU PROBABLY ALREADY KNOW, THE MAN CALLED HAMMERHEAD INTERFERED WITH MY WEDDING TO YOUR AUNT--
--SO I FLED WITH THE DEAR WOMAN TO THE URANIUM-RICH CANADIAN ISLAND SHE HAD INHERITED--
--AND THERE, INSIDE THE ISLAND'S NUCLEAR PROCESSING PLANT, HAMMERHEAD AND I HAD OUR FINAL CONFRONTATION!
HAMMERHEAD! YOU BLUNDERING BUFFOON ...BE CAREFUL!
THIS IS AN ACTIVE NUCLEAR BREEDER... THE SLIGHTEST VIBRATION COULD SET OFF A CHAIN REACTION!
BIG WORDS, OCK--BUT THEY DON'T FOOL ME A BIT.
THIS TIME, MISTER, YOU'VE HAD IT.

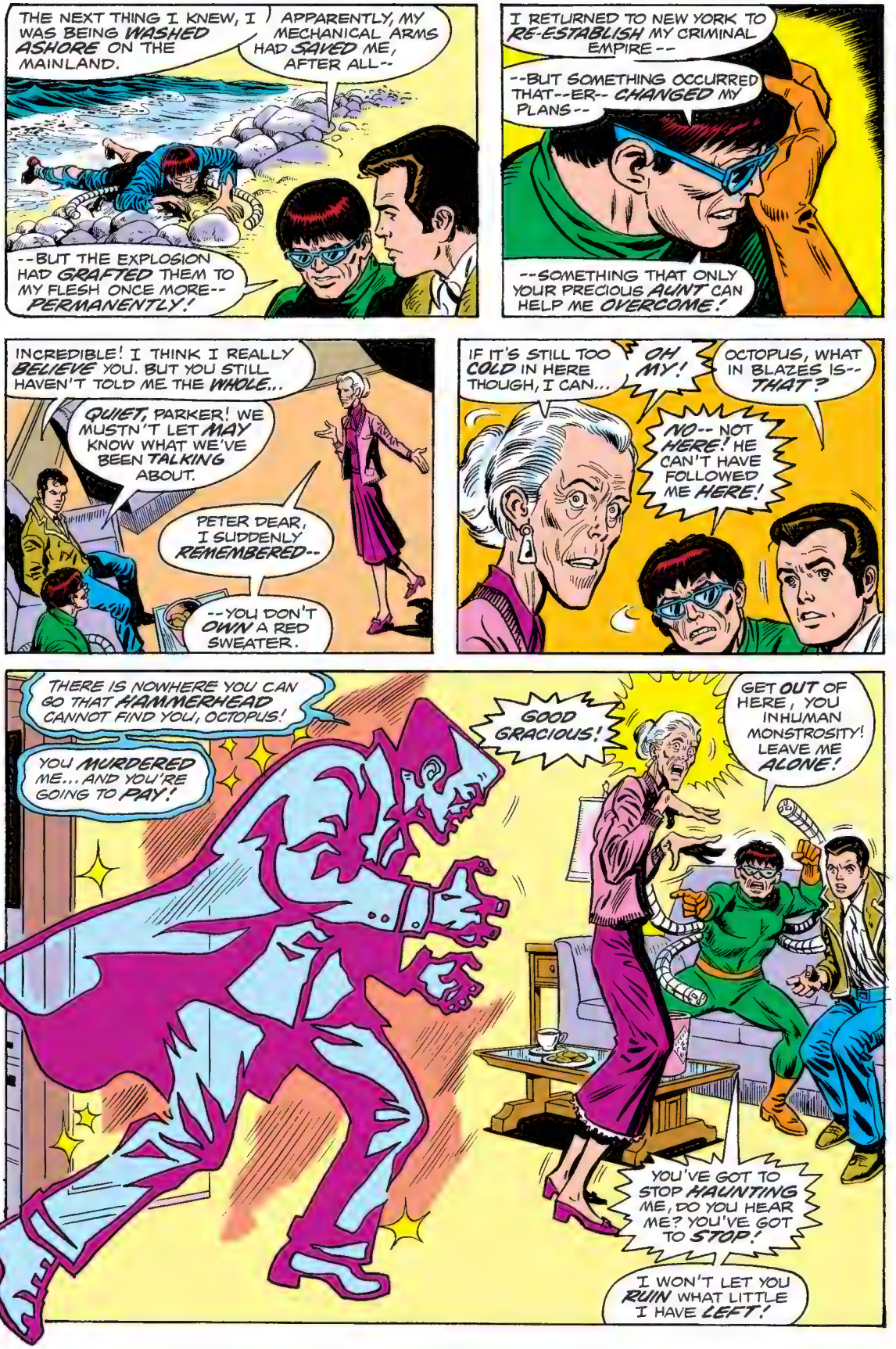
NO, YOU FOOL! YOU'LL DESTROY US ALL--!
EH? I'M NOT DEAD! THEN THE REACTOR DIDN'T EXPLODE ON IMPACT--

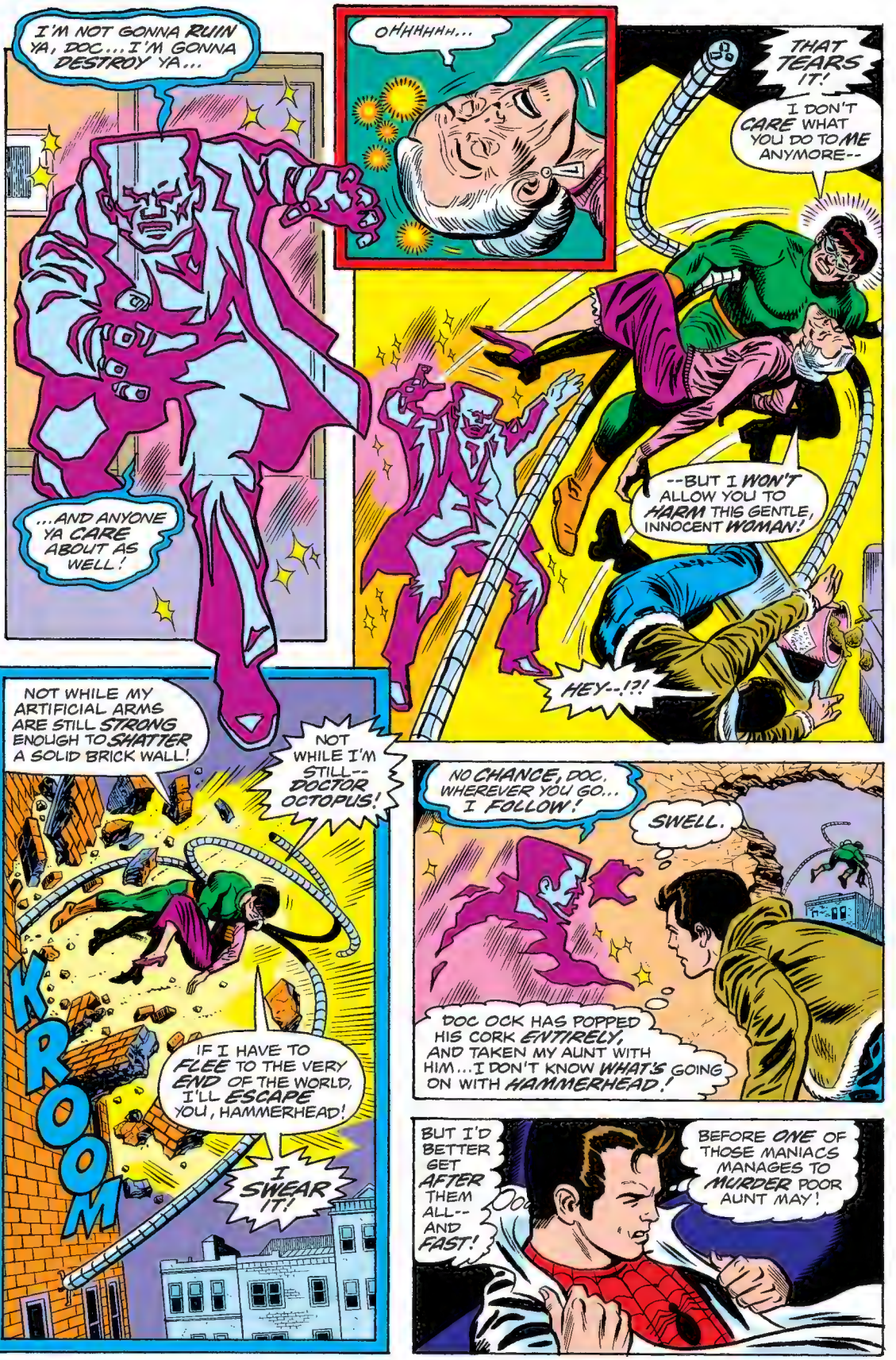

--BUT THAT MALLET-HEADED MORON HAS STILL STARTED THE CHAIN REACTION I FEARED!
OCTOPUS, YOU GOTTA GET ME OUT OF THIS! MY HEAD IS--STUCK!

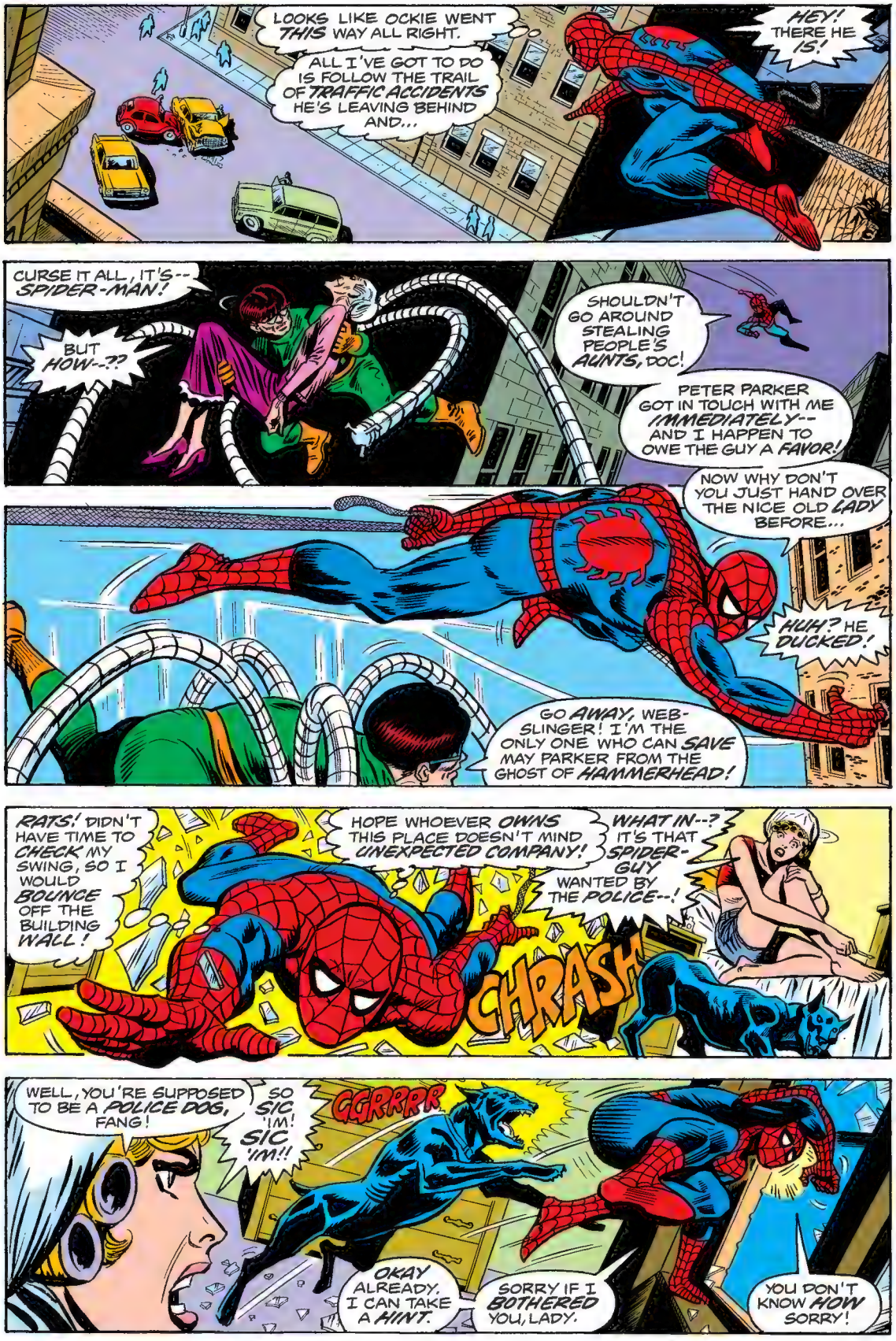

YOU GOT YOURSELF INTO THIS, HAMMERHEAD-- GET YOURSELF OUT!
IF I STAY TO HELP YOU, WE'LL BOTH DIE!
DANGER
BLAST YOU, OCTOPUS-- COME BACK HERE!

HAH! I FIGGERED THEY'D HAVE SOME SORT'A SAFETY SHAFTS AROUND THIS JOINT IN CASE THAT BREEDER GIZMO EVER WENT HAYWIRE!
I'M HOME FREE!
?

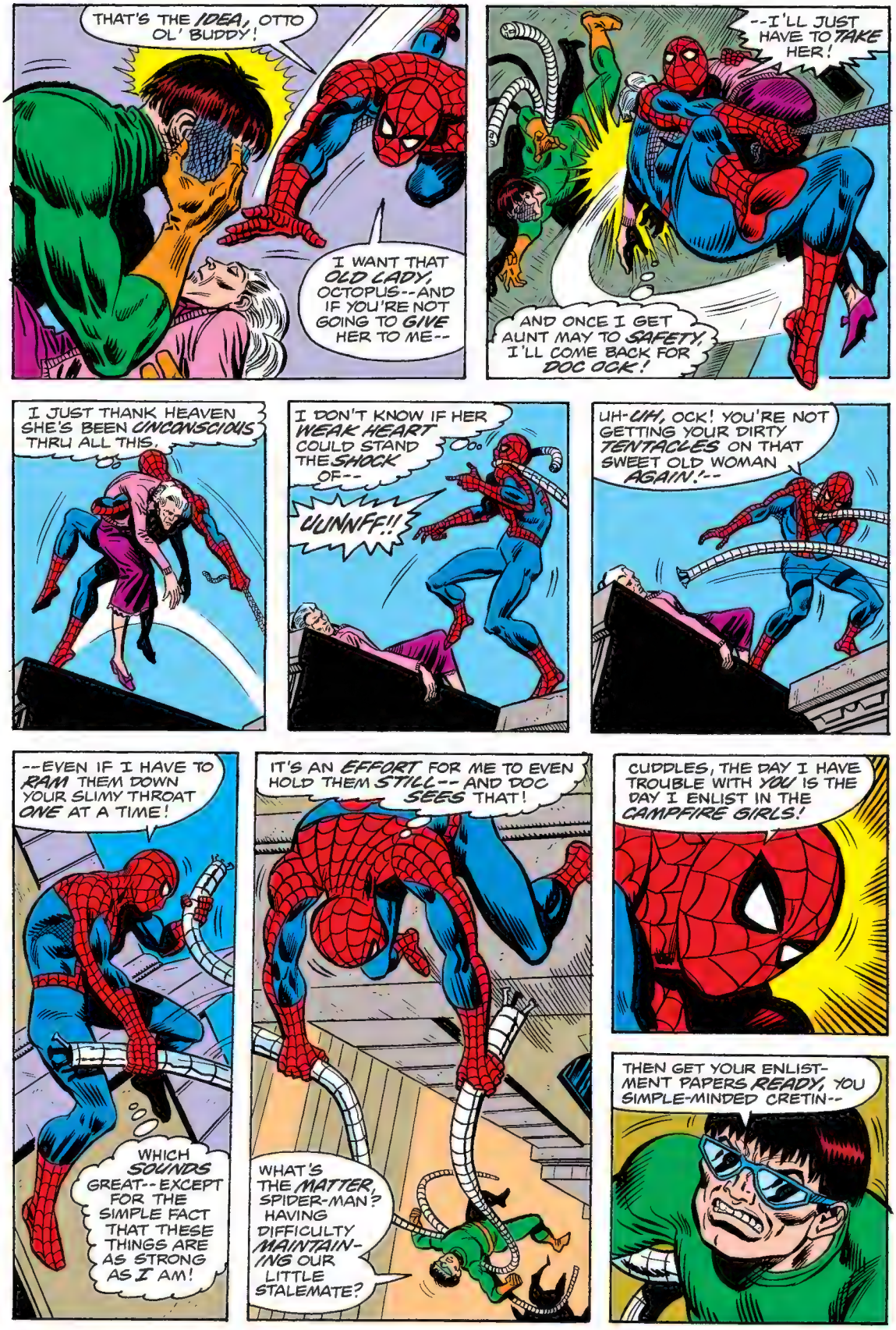
ALL I GOTTA DO IS SEAL MYSELF INSIDE THIS SHIELDED TUBE, THEN...
HUH?
STAND ASIDE, DOLT--
--AND LET YOUR SUPERIOR PASS!
HEY--NO! THAT SHAFT'S MY ONLY CHANCE!
WAS YOUR ONLY CHANCE, CLOD!
NOW IT'S MINE!
DOC--WAIT! PLEASE DON'T LEAVE ME HERE!
I DON'T WANNA GET--
--SHAFTED.
CLANG!
NOW ALL THAT IS LEFT IS TO WRAP MYSELF IN MY INDESTUCTIBLE MECHANICAL ARMS... AND PRAY.
THERE! I'M FREE! NOW I'LL SHOW THAT OCTOPUS JERK!
NOTHING CAN STOP HAMMERHEAD! NOTHI--
"AT PRECISELY THAT MOMENT, THE RUPTURED REACTOR REACHED CRITICAL MASS--
"--AND THE WHOLE CURSED ISLAND--AND EVERYTHING UPON IT--VANISHED IN A BLAZE OF THERMONUCLEAR FIRE!
BRADABA BOOM!
"ONLY THE MEDDLING SPIDER-MAN AND YOUR DEAR AUNT MAY ESCAPED THE DEVASTATING HOLOCAUST IN TIME!"*
* THE PRECEDING FLASHBACK APPEARED IN A MUCH-ABBREVIATED FASHION BACK IN SPIDER-MAN #131. --KNOW-IT-ALL LEN.


THE NEXT THING I KNEW, I WAS BEING WASHED ASHORE ON THE MAINLAND.
APPARENTLY, MY MECHANICAL ARMS HAD SAVED ME, AFTER ALL--
--BUT THE EXPLOSION HAD GRAFTED THEM TO MY FLESH ONCE MORE-- PERMANENTLY!
I RETURNED TO NEW YORK TO RE-ESTABLISH MY CRIMINAL EMPIRE--
--BUT SOMETHING OCCURRED THAT--ER-- CHANGED MY PLANS--
--SOMETHING THAT ONLY YOUR PRECIOUS AUNT CAN HELP ME OVERCOME!
INCREDIBLE! I THINK I REALLY BELIEVE YOU. BUT YOU STILL HAVEN'T TOLD ME THE WHOLE...
QUIET, PARKER! WE MUSTN'T LET MAY KNOW WHAT WE'VE BEEN TALKING ABOUT.
PETER DEAR, I SUDDENLY REMEMBERED--
--YOU DON'T OWN A RED SWEATER.
IF IT'S STILL TOO COLD IN HERE THOUGH, I CAN...
OH MY!
OCTOPUS, WHAT IN BLAZES IS-- THAT?
NO-- NOT HERE! HE CAN'T HAVE FOLLOWED ME HERE!
THERE IS NOWHERE YOU CAN GO THAT HAMMERHEAD CANNOT FIND YOU, OCTOPUS!
YOU MURDERED ME... AND YOU'RE GOING TO PAY!
GOOD GRACIOUS!
GET OUT OF HERE, YOU INHUMAN MONSTROSITY! LEAVE ME ALONE!
YOU'VE GOT TO STOP HAUNTING ME, DO YOU HEAR ME? YOU'VE GOT TO STOP!
I WON'T LET YOU RUIN WHAT LITTLE I HAVE LEFT!

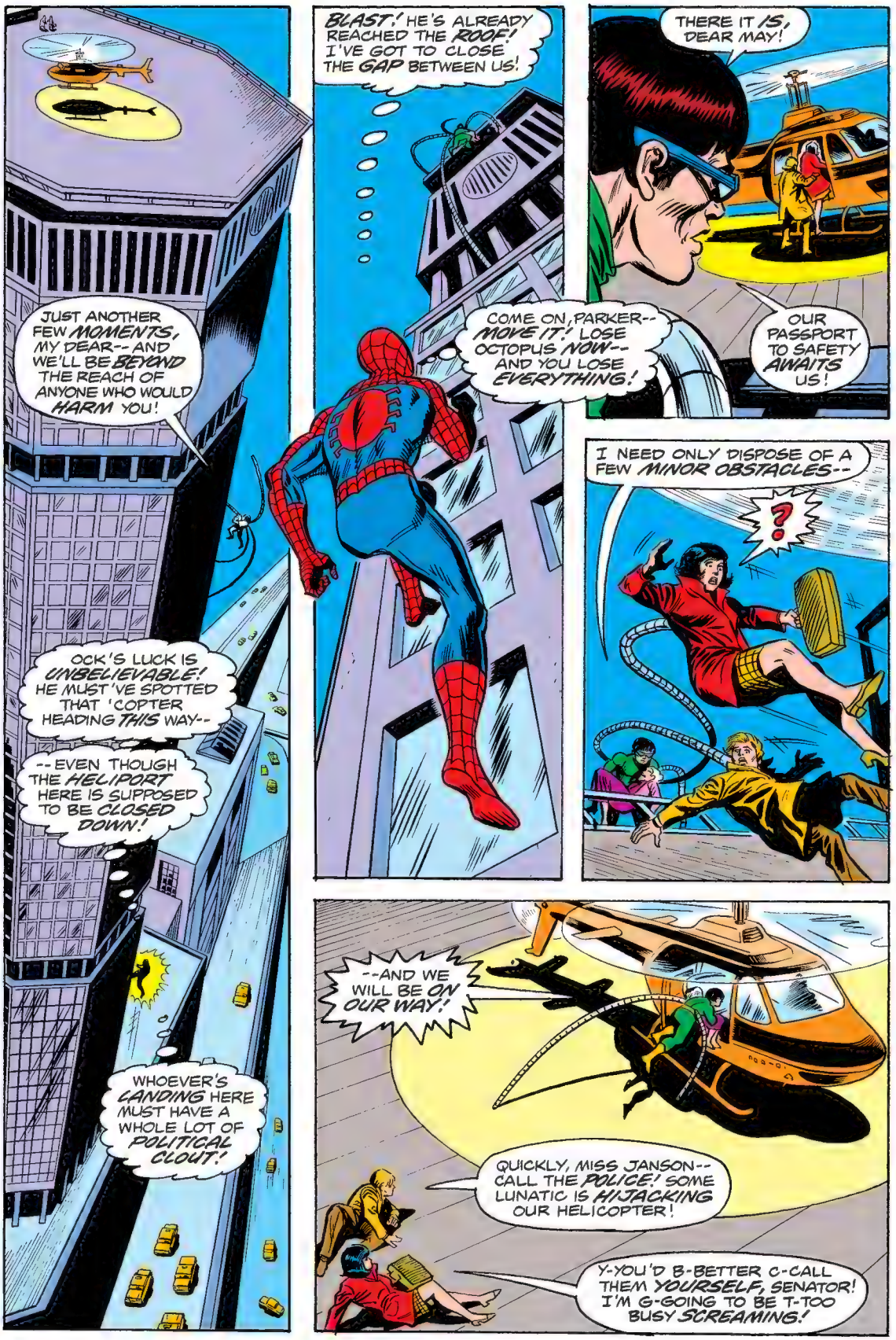

I'M NOT GONNA RUIN YA, DOC...I'M GONNA DESTROY YA...
...AND ANYONE YA CARE ABOUT AS WELL!
OHHHHHH...
THAT TEARS IT!
I DON'T CARE WHAT YOU DO TO ME ANYMORE--
--BUT I WON'T ALLOW YOU TO HARM THIS GENTLE, INNOCENT WOMAN!
HEY--!?!
NOT WHILE MY ARTIFICIAL ARMS ARE STILL STRONG ENOUGH TO SHATTER A SOLID BRICK WALL!
NOT WHILE I'M STILL-- DOCTOR OCTOPUS!
KROOM
IF I HAVE TO FLEE TO THE VERY END OF THE WORLD, I'LL ESCAPE YOU, HAMMERHEAD!
I SWEAR IT!
NO CHANCE, DOC, WHEREVER YOU GO... I FOLLOW!
SWELL.
DOC OCK HAS POPPED HIS CORK ENTIRELY, AND TAKEN MY AUNT WITH HIM...I DON'T KNOW WHAT'S GOING ON WITH HAMMERHEAD!
BUT I'D BETTER GET AFTER THEM ALL-- AND FAST!
BEFORE ONE OF THOSE MANIACS MANAGES TO MURDER POOR AUNT MAY!


LOOKS LIKE OCKIE WENT THIS WAY ALL RIGHT.
ALL I'VE GOT TO DO IS FOLLOW THE TRAIL OF TRAFFIC ACCIDENTS HE'S LEAVING BEHIND AND...
HEY! THERE HE IS!
CURSE IT ALL, IT'S-- SPIDER-MAN!
BUT HOW--??
SHOULDN'T GO AROUND STEALING PEOPLE'S AUNTS, DOC!
PETER PARKER GOT IN TOUCH WITH ME IMMEDIATELY-- AND I HAPPEN TO OWE THE GUY A FAVOR!
NOW WHY DON'T YOU JUST HAND OVER THE NICE OLD LADY BEFORE...
HUH? HE DUCKED!
GO AWAY, WEB-SLINGER! I'M THE ONLY ONE WHO CAN SAVE MAY PARKER FROM THE GHOST OF HAMMERHEAD!
RATS! DIDN'T HAVE TIME TO CHECK MY SWING, SO I WOULD BOUNCE OFF THE BUILDING WALL!
HOPE WHOEVER OWNS THIS PLACE DOESN'T MIND UNEXPECTED COMPANY!
WHAT IN--? IT'S THAT SPIDER-GUY WANTED BY THE POLICE--!
CHRASH
WELL, YOU'RE SUPPOSED TO BE A POLICE DOG, FANG!
SO SIC 'IM! SIC 'IM!!
GGRRRR
OKAY ALREADY. I CAN TAKE A HINT.
SORRY IF I BOTHERED YOU, LADY.
YOU DON'T KNOW HOW SORRY!

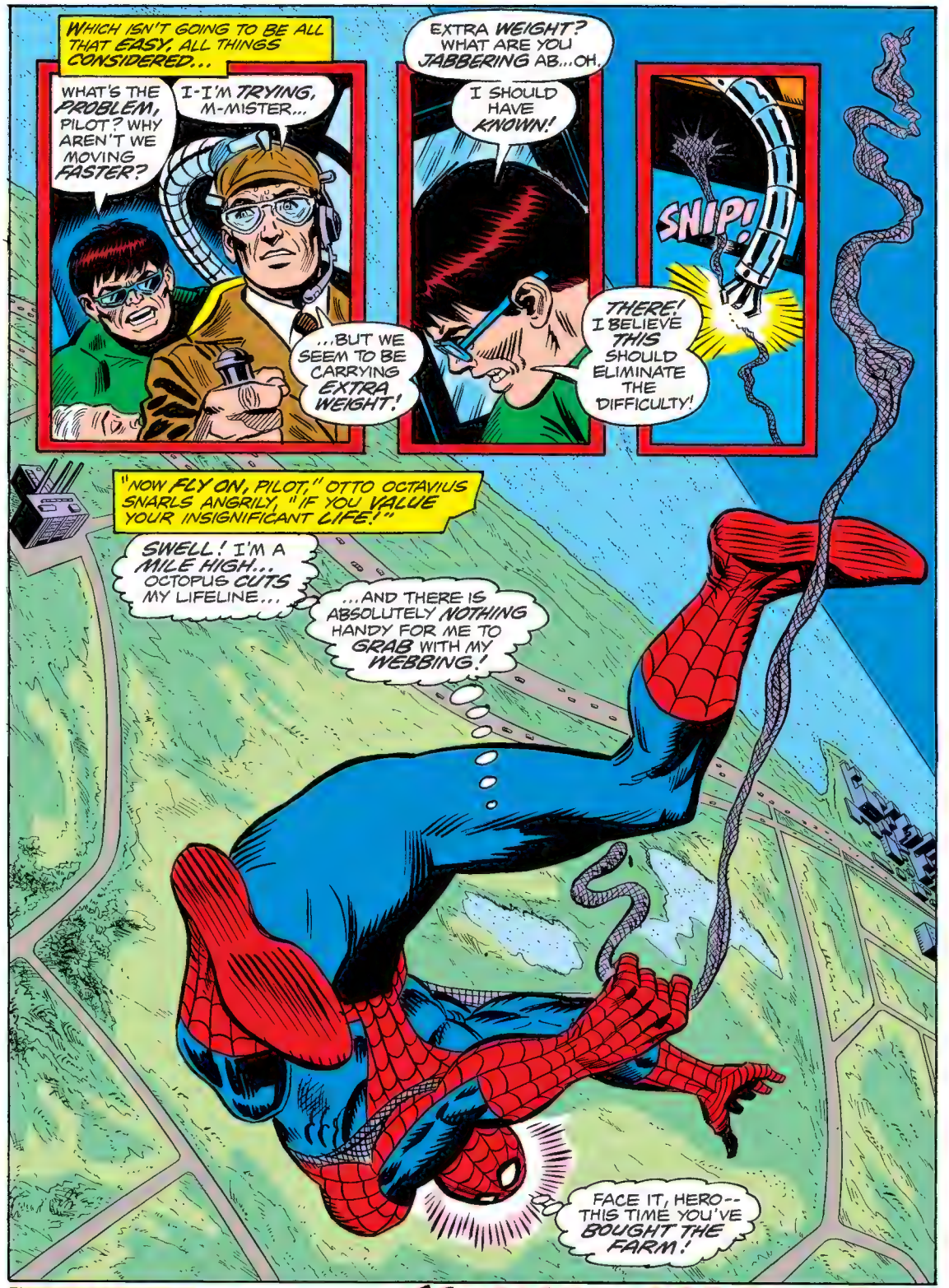
BY THE TIME SPIDEY HAS EXTRICATED HIMSELF FROM HIS PREDICAMENT, HIS AUNT AND HIS EIGHT-LIMBED ADVERSARY ARE BOTH LONG GONE!
THUS, A SHORT WHILE LATER...
I'VE TRACKED OCK ALONG QUEENS BOULEVARD... ACROSS THE 59TH ST. BRIDGE... AND STRAIGHT INTO MIDTOWN MANHATTAN!
NOW ALL I HAVE TO DO IS FIND HIM BEFORE...
BINGO! THERE'S THE GOOD DOCTOR NOW-- TURNING DOWN 42ND STREET!
HAVE TO GET AUNT MAY AWAY FROM HIM SOMEHOW--
BOND
BIJOU
VALERIE THOMPSON
--SO I MAY AS WELL TRY THE DIRECT APPROACH!
HELLO AGAIN, DOC. GOTTEN TIRED OF CARRYING THE LITTLE LADY YET?
CURSE YOU, WEB-SLINGER-- DON'T YOU EVER GIVE UP?
I'M WARNING YOU FOR THE LAST TIME--
BROK!
LEAVE ME ALONE!
UUNNHH!!
OKAY, OCKIE-- THAT'S IT!
I TRIED DOING THIS THE NICE WAY--
--NOW I'M GONNA GET ROUGH!
THAK!
WHA--?!? YOUR BLASTED WEBBING--IT'S BLINDING ME--!


THAT'S THE IDEA, OTTO OL' BUDDY!
I WANT THAT OLD LADY, OCTOPUS--AND IF YOU'RE NOT GOING TO GIVE HER TO ME--
--I'LL JUST HAVE TO TAKE HER!
AND ONCE I GET AUNT MAY TO SAFETY, I'LL COME BACK FOR DOC OCK!
I JUST THANK HEAVEN SHE'S BEEN UNCONSCIOUS THRU ALL THIS.
I DON'T KNOW IF HER WEAK HEART COULD STAND THE SHOCK OF--
UUNNFF!!
UH-UH, OCK! YOU'RE NOT GETTING YOUR DIRTY TENTACLES ON THAT SWEET OLD WOMAN AGAIN!--
--EVEN IF I HAVE TO RAM THEM DOWN YOUR SLIMY THROAT ONE AT A TIME!
WHICH SOUNDS GREAT--EXCEPT FOR THE SIMPLE FACT THAT THESE THINGS ARE AS STRONG AS I AM!
IT'S AN EFFORT FOR ME TO EVEN HOLD THEM STILL--AND DOC SEES THAT!
WHAT'S THE MATTER, SPIDER-MAN? HAVING DIFFICULTY MAINTAINING OUR LITTLE STALEMATE?
CUDDLES, THE DAY I HAVE TROUBLE WITH YOU IS THE DAY I ENLIST IN THE CAMPFIRE GIRLS!
THEN GET YOUR ENLISTMENT PAPERS READY, YOU SIMPLE-MINDED CRETIN--

--FOR THAT DAY HAS ARRIVED--
--WITH A VENGEANCE!!
HEY--!?!
WOW. FOR A MIDDLE-AGED MANIAC, OCTOPUS SURE DOESN'T FOOL AROUND! MY HEAD'S RINGING LIKE A GLOCKENSPIEL!
WELL, WELL--LOOK WHAT DROPPED RIGHT IN OUR LAPS, FELLAS.
GOTTA GET BACK ON MY FEET... GET AFTER OCK BEFORE I LOSE HIM AGAIN...
IF IT AIN'T THE FAMOUS SPIDER-MAN!
SEEMS I REMEMBER READIN' HOW THE DAILY BUGLE'S PUT A REWARD UP FOR THIS FREAK--
--SO SEEIN' AS HOW HE'S TOO WEAK TO STAND UP AN' ALL, GUYS--
--WHAT SAY WE COLLECT IT?
FACE IT, FATHEAD--YOU COULDN'T COLLECT UNEMPLOYMENT WITHOUT HELP!
NOW GET OUT OF MY WAY, YOU CLOWNS! I'VE GOT MORE IMPORTANT GARBAGE TO ATTEND TO!
NO MATTER HOW OFTEN I TANGLE WITH HIM, I'LL NEVER GET OVER HOW FAST OCK CAN TRAVEL WITH THOSE FREAKY ARMS OF HIS!
HE'S CLIMBING STRAIGHT UP THE SIDE OF THE PAN AM BUILDING--BUT ONE GOOD SHOT OF MY TRUSTY WEBBING WILL... CRUMBS!
MY TRUSTY WEB-SHOOTER'S EMPTY!
AND NOW THIS ONE IS TOO!
I'LL HAVE TO HOOF IT AFTER OCK--BUT, FORTUNATELY, THERE'S NO PLACE HE CAN GO ONCE HE REACHES THE ROOF...
...OR IS THERE?


JUST ANOTHER FEW MOMENTS, MY DEAR-- AND WE'LL BE BEYOND THE REACH OF ANYONE WHO WOULD HARM YOU!
OCK'S LUCK IS UNBELIEVABLE! HE MUST'VE SPOTTED THAT 'COPTER HEADING THIS WAY--
--EVEN THOUGH THE HELIPORT HERE IS SUPPOSED TO BE CLOSED DOWN!
WHOEVER'S LANDING HERE MUST HAVE A WHOLE LOT OF POLITICAL CLOUT!
BLAST! HE'S ALREADY REACHED THE ROOF! I'VE GOT TO CLOSE THE GAP BETWEEN US!
COME ON, PARKER-- MOVE IT! LOSE OCTOPUS NOW-- AND YOU LOSE EVERYTHING!
THERE IT IS, DEAR MAY!
OUR PASSPORT TO SAFETY AWAITS US!
I NEED ONLY DISPOSE OF A FEW MINOR OBSTACLES--
?
--AND WE WILL BE ON OUR WAY!
QUICKLY, MISS JANSON-- CALL THE POLICE! SOME LUNATIC IS HIJACKING OUR HELICOPTER!
Y-YOU'D B-BETTER C-CALL THEM YOURSELF, SENATOR! I'M G-GOING TO BE T-TOO BUSY SCREAMING!

I'M TOO LATE!
THE CHOPPER'S ALREADY LIFTING OFF--TAKING DOC OCK AND AUNT MAY WITH IT!
ONLY ONE CHANCE LEFT--!
GOTTA GRAB A NEW WEB FLUID CARTRIDGE--
--INSERT IT IN MY WEB-SHOOTER--
--AND PRAY MY AIM IS AS GOOD AS IT USED TO BE!
BULLSEYE! I SNAGGED IT!
DON'T KNOW WHERE OCK IS HEADING--
--BUT WHEREVER IT IS, I'M GOING ALONG FOR THE RIDE!
I COULD CLIMB ABOARD AND TANGLE WITH OCKIE NOW--
--BUT I DON'T DARE--
--NOT SO LONG AS AUNT MAY IS IN THERE TOO!
SO I MIGHT AS WELL JUST HANG ON TIGHT--
--AND TRY TO ENJOY THE TRIP!


WHICH ISN'T GOING TO BE ALL THAT EASY, ALL THINGS CONSIDERED...
WHAT'S THE PROBLEM, PILOT? WHY AREN'T WE MOVING FASTER?
I-I'M TRYING, M-MISTER...
...BUT WE SEEM TO BE CARRYING EXTRA WEIGHT!
EXTRA WEIGHT? WHAT ARE YOU JABBERING AB...OH,
I SHOULD HAVE KNOWN!
THERE! I BELIEVE THIS SHOULD ELIMINATE THE DIFFICULTY!
SNIP!
"NOW FLY ON, PILOT," OTTO OCTAVIUS SNARLS ANGRILY, "IF YOU VALUE YOUR INSIGNIFICANT LIFE!"
SWELL! I'M A MILE HIGH... OCTOPUS CUTS MY LIFELINE...
...AND THERE IS ABSOLUTELY NOTHING HANDY FOR ME TO GRAB WITH MY WEBBING!
FACE IT, HERO-- THIS TIME YOU'VE BOUGHT THE FARM!
NEXT ISSUE
(ASSUMING, OF COURSE, THE WALL-CRAWLER LIVES THAT LONG) &
THERE'S ACTION APLENTY AWAITING YOU IN THE LITTLE SPELL-BINDER WE CALL...
HAMMERHEAD IS OUT!
BE HERE!

STILL ONLY 25¢
MARVEL COMICS GROUP™
158
JULY
02457
APPROVED BY THE COMICS CODE AUTHORITY
the AMAZING SPIDER-MAN
GOT TO BREAK FREE OF DOCTOR OCTOPUS--
--BEFORE THE GHOST OF HAMMERHEAD MURDERS MY AUNT MAY!!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™ JV302

LEN WEIN WRITER/EDITOR | ROSS ANDRU ILLUSTRATOR | MIKE ESPOSITO EMBELLISHER | GLYNIS WEIN colorist | JOHN COSTANZA letterer | MARV WOLFMAN LAB TECHNICIAN

HAMMERHEAD IS OUT!

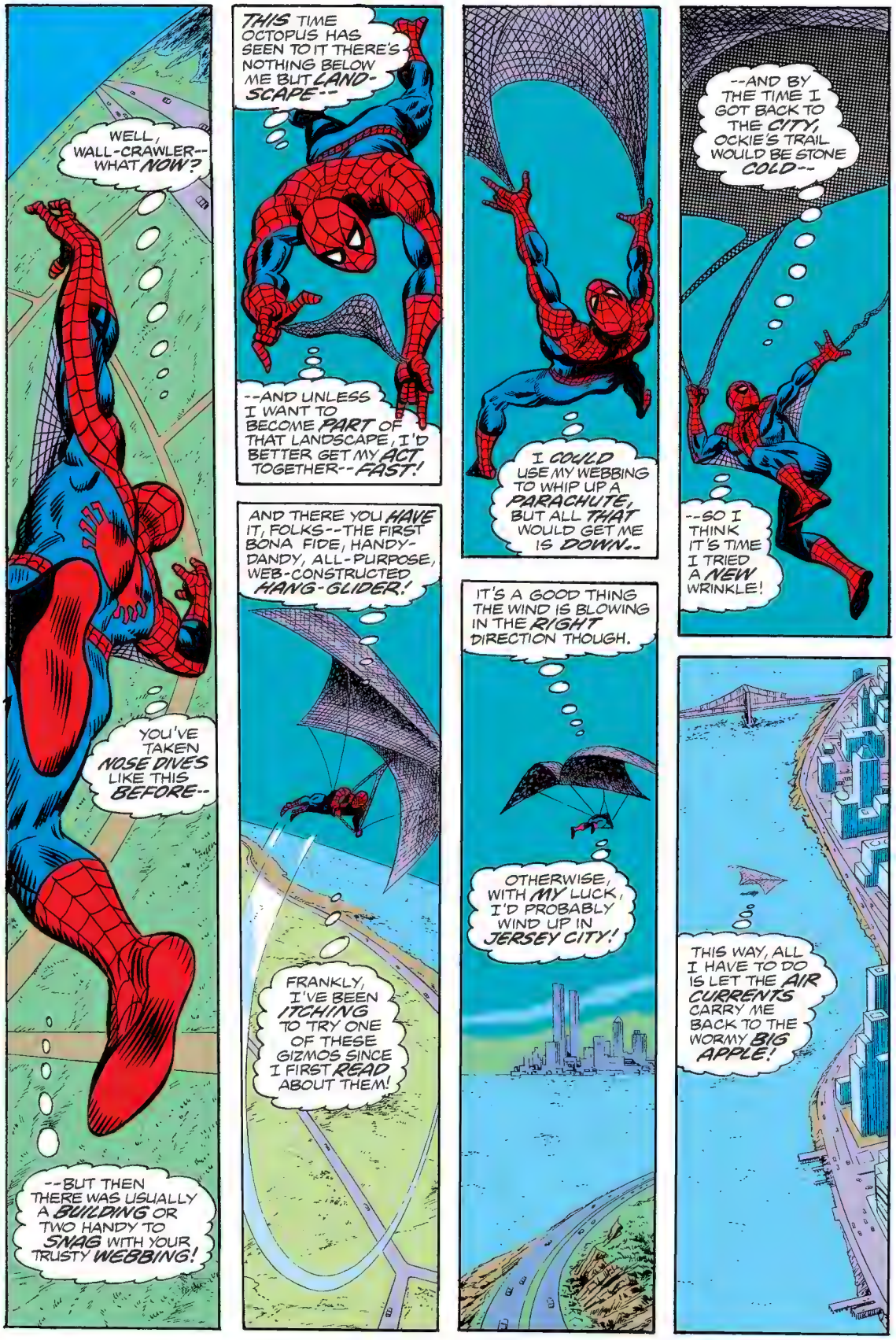
TO ANSWER YOUR UNSPOKEN QUESTION: NO! SPIDER-MAN HAS NOT LEARNED HOW TO FLY!

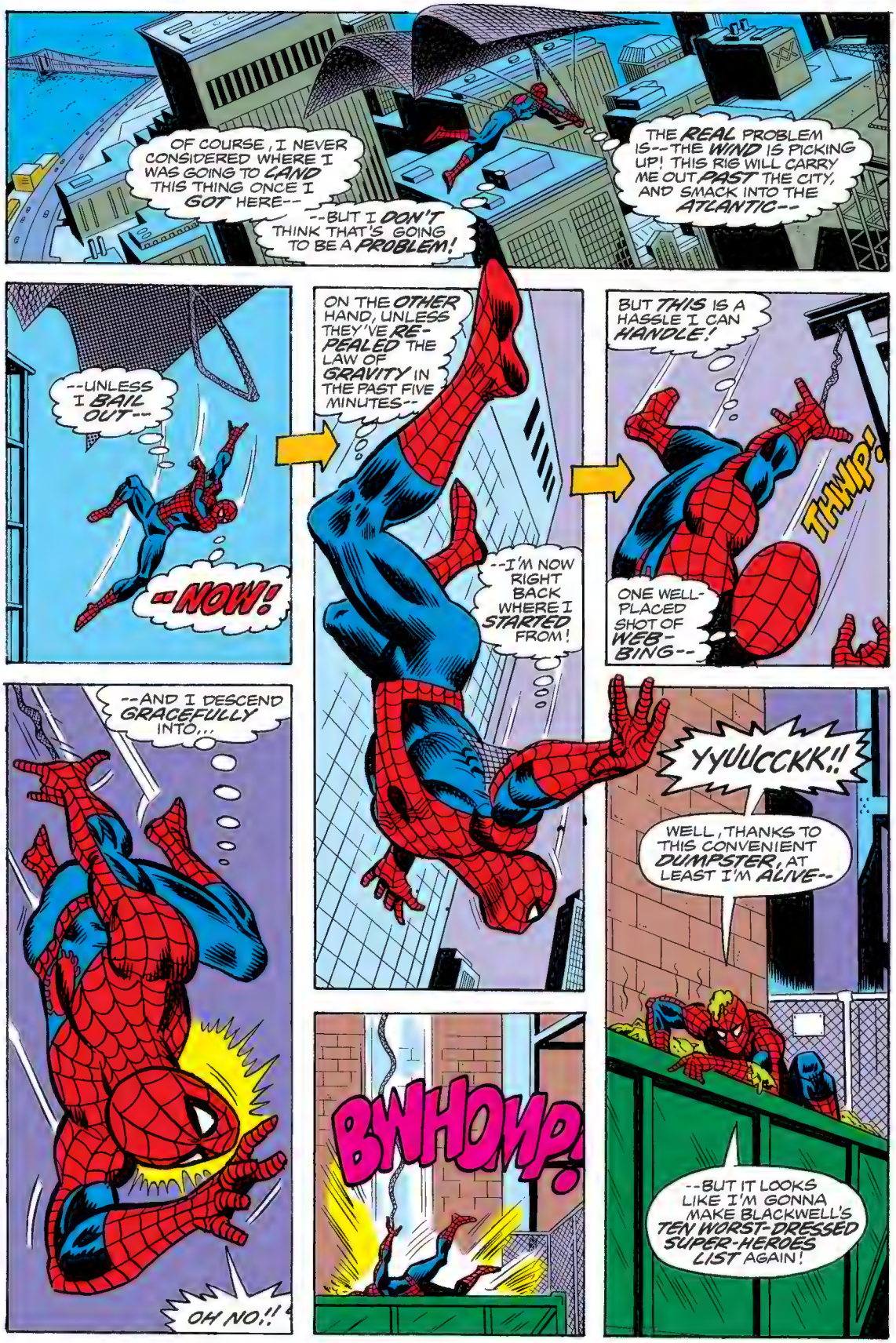
BASICALLY, WHAT HAS HAPPENED HERE IS THIS: Y'SEE, DOCTOR OCTOPUS HAS RETURNED FROM THE DEAD, PURSUED TO THE BRINK OF MADNESS BY THE GHOST OF THE MAN CALLED HAMMERHEAD! TO PROTECT HER FROM HAMMERHEAD'S WRATH, DOC OCK KIDNAPPED OUR HERO'S AUNT MAY, AND FLED ACROSS NEW YORK CITY--WITH SPIDEY IN HOT PURSUIT!

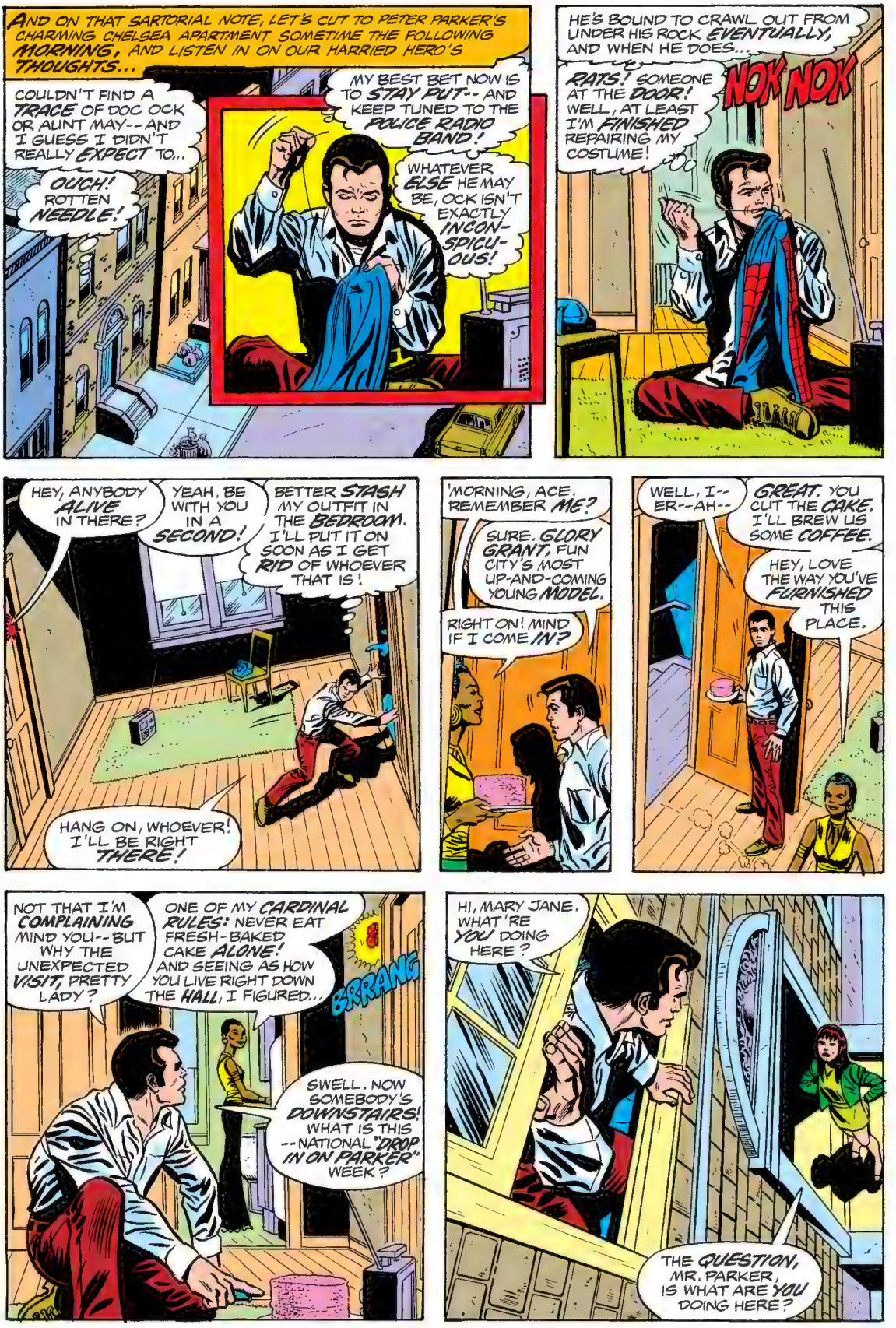
ESCAPING BY HELICOPTER, THE GOOD DOCTOR SUDDENLY NOTICED AN UNINVITED PASSENGER DANGLING BENEATH THE CHOPPER--AND, WITH A SNIP OF HIS INCREDIBLE TENTACLES, HE SEVERED SPIDEY'S LIFE-LINE!

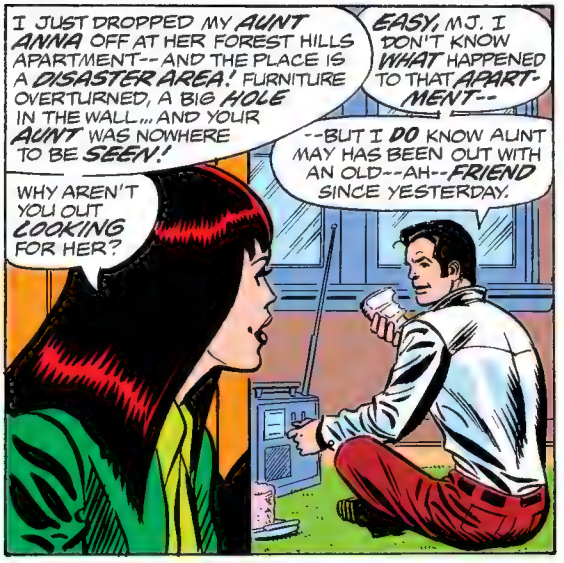
SO, TO REITERATE: NO, UNFORTUNATELY, EVERYBODY'S FAVORITE WEB-SLINGER HAS NOT LEARNED HOW TO FLY...

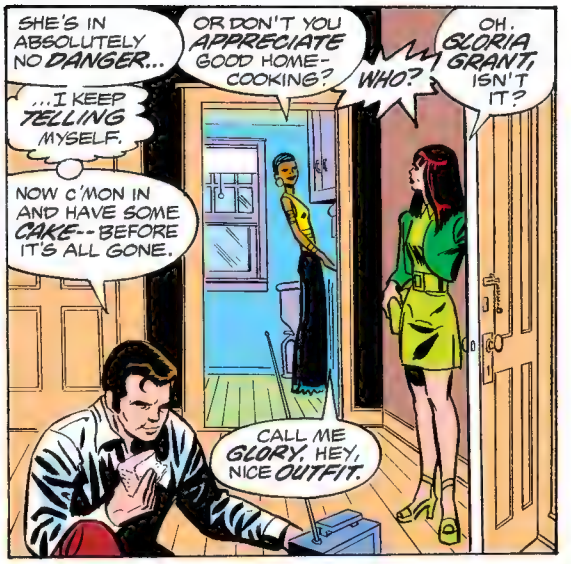
...BUT HE CAN PLUMMET TOWARDS CERTAIN DEATH WITH THE BEST OF 'EM!


WELL, WALL-CRAWLER-- WHAT NOW?
YOU'VE TAKEN NOSE DIVES LIKE THIS BEFORE--
--BUT THEN THERE WAS USUALLY A BUILDING OR TWO HANDY TO SNAG WITH YOUR TRUSTY WEBBING!
THIS TIME OCTOPUS HAS SEEN TO IT THERE'S NOTHING BELOW ME BUT LAND-SCAPE--
--AND UNLESS I WANT TO BECOME PART OF THAT LANDSCAPE, I'D BETTER GET MY ACT TOGETHER--FAST!
AND THERE YOU HAVE IT, FOLKS--THE FIRST BONA FIDE, HANDY-DANDY, ALL-PURPOSE, WEB-CONSTRUCTED HANG-GLIDER!
FRANKLY, I'VE BEEN ITCHING TO TRY ONE OF THESE GIZMOS SINCE I FIRST READ ABOUT THEM!
I COULD USE MY WEBBING TO WHIP UP A PARACHUTE, BUT ALL THAT WOULD GET ME IS DOWN..
IT'S A GOOD THING THE WIND IS BLOWING IN THE RIGHT DIRECTION THOUGH.
OTHERWISE, WITH MY LUCK, I'D PROBABLY WIND UP IN JERSEY CITY!
--AND BY THE TIME I GOT BACK TO THE CITY, OCKIE'S TRAIL WOULD BE STONE COLD--
--SO I THINK IT'S TIME I TRIED A NEW WRINKLE!
THIS WAY, ALL I HAVE TO DO IS LET THE AIR CURRENTS CARRY ME BACK TO THE WORMY BIG APPLE!


OF COURSE, I NEVER CONSIDERED WHERE I WAS GOING TO LAND THIS THING ONCE I GOT HERE--
--BUT I DON'T THINK THAT'S GOING TO BE A PROBLEM!
THE REAL PROBLEM IS--THE WIND IS PICKING UP! THIS RIG WILL CARRY ME OUT PAST THE CITY, AND SMACK INTO THE ATLANTIC--
--UNLESS I BAIL OUT--
--NOW!
ON THE OTHER HAND, UNLESS THEY'VE RE-PEALED THE LAW OF GRAVITY IN THE PAST FIVE MINUTES--
--I'M NOW RIGHT BACK WHERE I STARTED FROM!
BUT THIS IS A HASSLE I CAN HANDLE!
THWIP!
ONE WELL-PLACED SHOT OF WEB-BING--
--AND I DESCEND GRACEFULLY INTO...
OH NO!!
BWHOMP!
YYUUCCKK!!
WELL, THANKS TO THIS CONVENIENT DUMPSTER, AT LEAST I'M ALIVE--
--BUT IT LOOKS LIKE I'M GONNA MAKE BLACKWELL'S TEN WORST-DRESSED SUPER-HEROES LIST AGAIN!

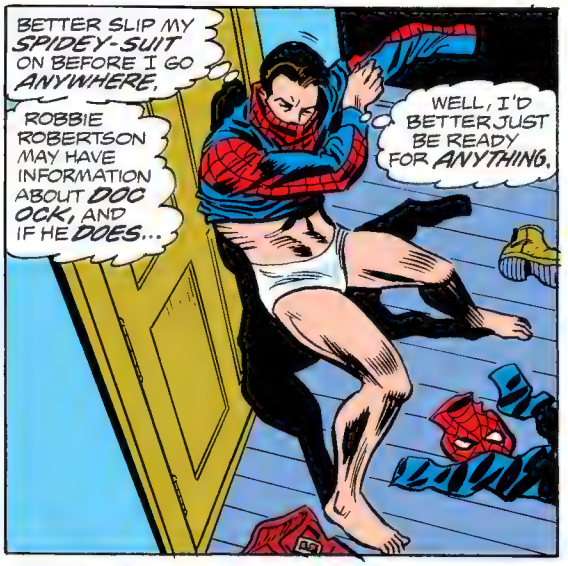

AND ON THAT SARTORIAL NOTE, LET'S CUT TO PETER PARKER'S CHARMING CHELSEA APARTMENT SOMETIME THE FOLLOWING MORNING, AND LISTEN IN ON OUR HARRIED HERO'S THOUGHTS...
COULDN'T FIND A TRACE OF DOC OCK OR AUNT MAY--AND I GUESS I DIDN'T REALLY EXPECT TO...
OUCH! ROTTEN NEEDLE!
MY BEST BET NOW IS TO STAY PUT--AND KEEP TUNED TO THE POLICE RADIO BAND!
WHATEVER ELSE HE MAY BE, OCK ISN'T EXACTLY INCON-SPICU-OUS!
HE'S BOUND TO CRAWL OUT FROM UNDER HIS ROCK EVENTUALLY, AND WHEN HE DOES...
RATS! SOMEONE AT THE DOOR! WELL, AT LEAST I'M FINISHED REPAIRING MY COSTUME!
NOK NOK
HEY, ANYBODY ALIVE IN THERE?
YEAH, BE WITH YOU IN A SECOND!
BETTER STASH MY OUTFIT IN THE BEDROOM. I'LL PUT IT ON SOON AS I GET RID OF WHOEVER THAT IS!
HANG ON, WHOEVER! I'LL BE RIGHT THERE!
'MORNING, ACE. REMEMBER ME?
SURE. GLORY GRANT, FUN CITY'S MOST UP-AND-COMING YOUNG MODEL.
RIGHT ON! MIND IF I COME IN?
WELL, I--ER--AH--
GREAT. YOU CUT THE CAKE, I'LL BREW US SOME COFFEE.
HEY, LOVE THE WAY YOU'VE FURNISHED THIS PLACE.
NOT THAT I'M COMPLAINING MIND YOU--BUT WHY THE UNEXPECTED VISIT, PRETTY LADY?
ONE OF MY CARDINAL RULES: NEVER EAT FRESH-BAKED CAKE ALONE! AND SEEING AS HOW YOU LIVE RIGHT DOWN THE HALL, I FIGURED...
BRRRANG
SWELL. NOW SOMEBODY'S DOWNSTAIRS! WHAT IS THIS--NATIONAL "DROP IN ON PARKER" WEEK?
HI, MARY JANE. WHAT'RE YOU DOING HERE?
THE QUESTION, MR. PARKER, IS WHAT ARE YOU DOING HERE?

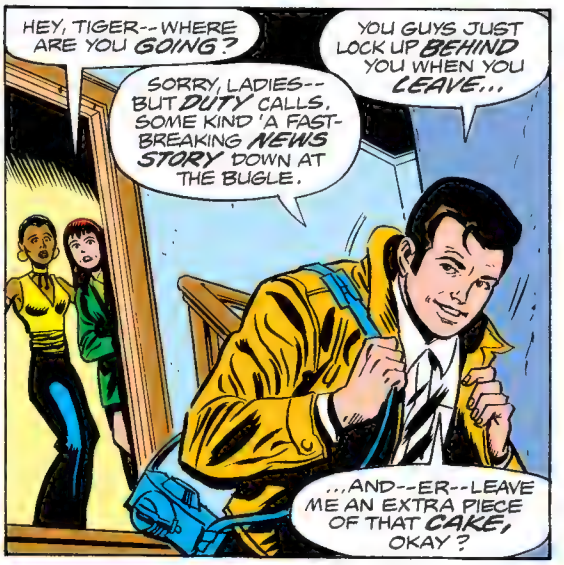

I JUST DROPPED MY AUNT ANNA OFF AT HER FOREST HILLS APARTMENT--AND THE PLACE IS A DISASTER AREA! FURNITURE OVERTURNED, A BIG HOLE IN THE WALL... AND YOUR AUNT WAS NOWHERE TO BE SEEN!
EASY, MJ. I DON'T KNOW WHAT HAPPENED TO THAT APARTMENT--
--BUT I DO KNOW AUNT MAY HAS BEEN OUT WITH AN OLD--AH--FRIEND SINCE YESTERDAY.
WHY AREN'T YOU OUT LOOKING FOR HER?

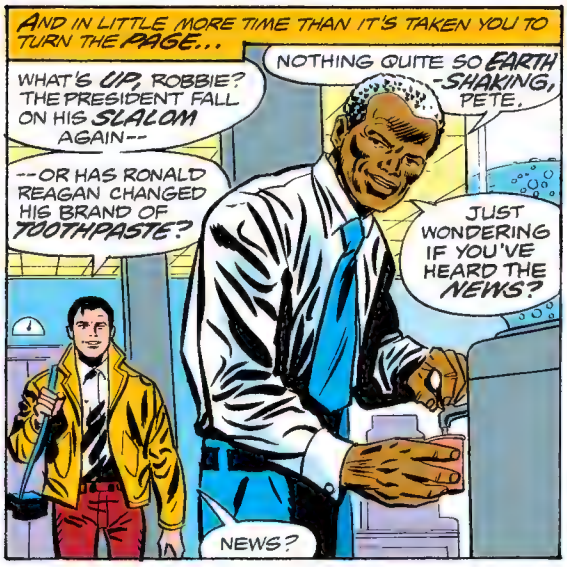

SHE'S IN ABSOLUTELY NO DANGER...
OR DON'T YOU APPRECIATE GOOD HOME-COOKING?
OH. GLORIA GRANT, ISN'T IT?
WHO?
...I KEEP TELLING MYSELF.
NOW C'MON IN AND HAVE SOME CAKE--BEFORE IT'S ALL GONE.
CALL ME GLORY. HEY, NICE OUTFIT.

THE PHONE TOO? WHAT'S NEXT... A SINGING TELEGRAM?
RRIINNG
WOW. LOVE THAT BRACELET.
THANKS. IT WAS A GOING-AWAY PRESENT FROM MY AGENCY WHEN THEY FIRED ME.

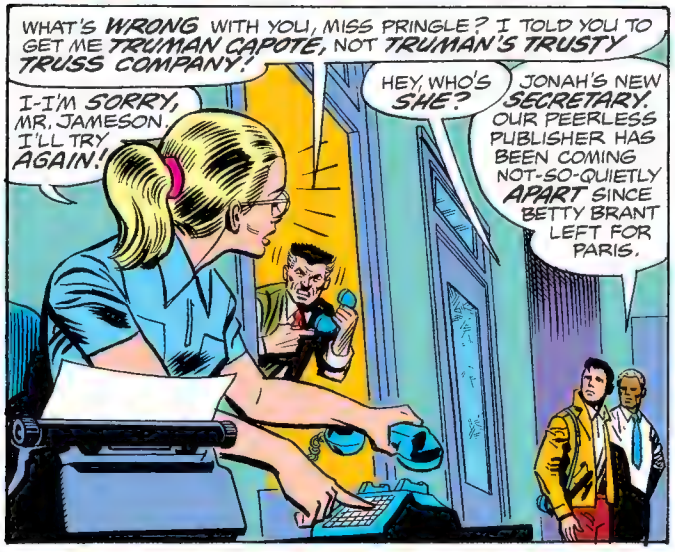
HELLO?
OH, HI, ROBBIE. WHAT'S...?
YOU WANT ME DOWN AT THE BUGLE NOW? IT'S THAT IMPORTANT, HUH?
OKAY, MR. CITY EDITOR. I'M ON MY WAY! SEE YA SOON.


BETTER SLIP MY SPIDEY-SUIT ON BEFORE I GO ANYWHERE.
ROBBIE ROBERTSON MAY HAVE INFORMATION ABOUT DOC OCK, AND IF HE DOES...
WELL, I'D BETTER JUST BE READY FOR ANYTHING.

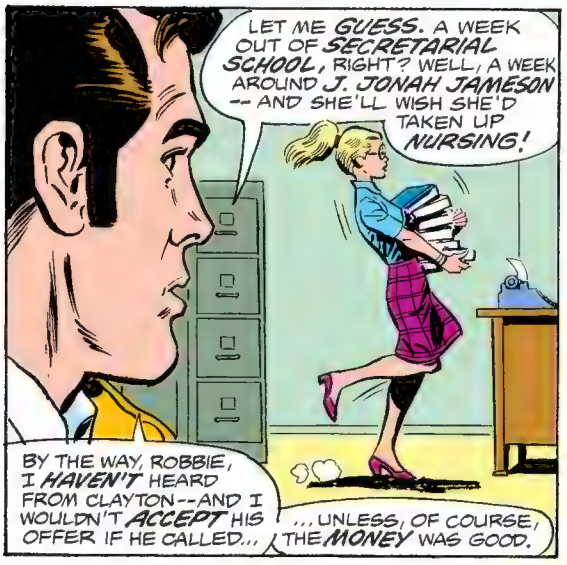

HEY, TIGER--WHERE ARE YOU GOING?
YOU GUYS JUST LOCK UP BEHIND YOU WHEN YOU LEAVE...
SORRY, LADIES--BUT DUTY CALLS. SOME KIND 'A FAST-BREAKING NEWS STORY DOWN AT THE BUGLE.
...AND--ER--LEAVE ME AN EXTRA PIECE OF THAT CAKE, OKAY?


AND IN LITTLE MORE TIME THAN IT'S TAKEN YOU TO TURN THE PAGE...
WHAT'S UP, ROBBIE? THE PRESIDENT FALL ON HIS SLALOM AGAIN--
NOTHING QUITE SO EARTH-SHAKING, PETE.
--OR HAS RONALD REAGAN CHANGED HIS BRAND OF TOOTHPASTE?
JUST WONDERING IF YOU'VE HEARD THE NEWS?
NEWS?

BIG NEWS! OUR CHIEF COMPETITION, THE DAILY GLOBE, HAS ACQUIRED A NEW PUBLISHER--SOMEONE NAMED K.J. CLAYTON!
I'VE BEEN IN THIS BUSINESS MANY YEARS AND, FRANKLY, I'VE NEVER HEARD OF CLAYTON--BUT THE GUY SURE IS MAKING A QUICK NAME FOR HIMSELF!
HE'S BEEN HIRING AWAY THE BUGLE'S TOP TALENT ALMOST FASTER THAN WE CAN KEEP TRACK!
I WAS JUST WONDERING IF HE'S CONTACTED YOU YET, AND WHETHER...


WHAT'S WRONG WITH YOU, MISS PRINGLE? I TOLD YOU TO GET ME TRUMAN CAPOTE, NOT TRUMAN'S TRUSTY TRUSS COMPANY!
I-I'M SORRY, MR. JAMESON. I'LL TRY AGAIN!
HEY, WHO'S SHE?
JONAH'S NEW SECRETARY. OUR PEERLESS PUBLISHER HAS BEEN COMING NOT-SO-QUIETLY APART SINCE BETTY BRANT LEFT FOR PARIS.

MISS PRINGLE, WHAT HAPPENED TO THOSE LEGAL VOLUMES I ASKED YOU FOR TWO WHOLE MINUTES AGO?
THERE'S GOT-TA BE A LAW AGAINST THAT CLAYTON CROOK STEAL-ING OUR PEOPLE--
--AND, BY THUNDER --I'M GOING TO FIND IT!
YESSIR, MR. JAMESON SIR--RIGHT AWAY!

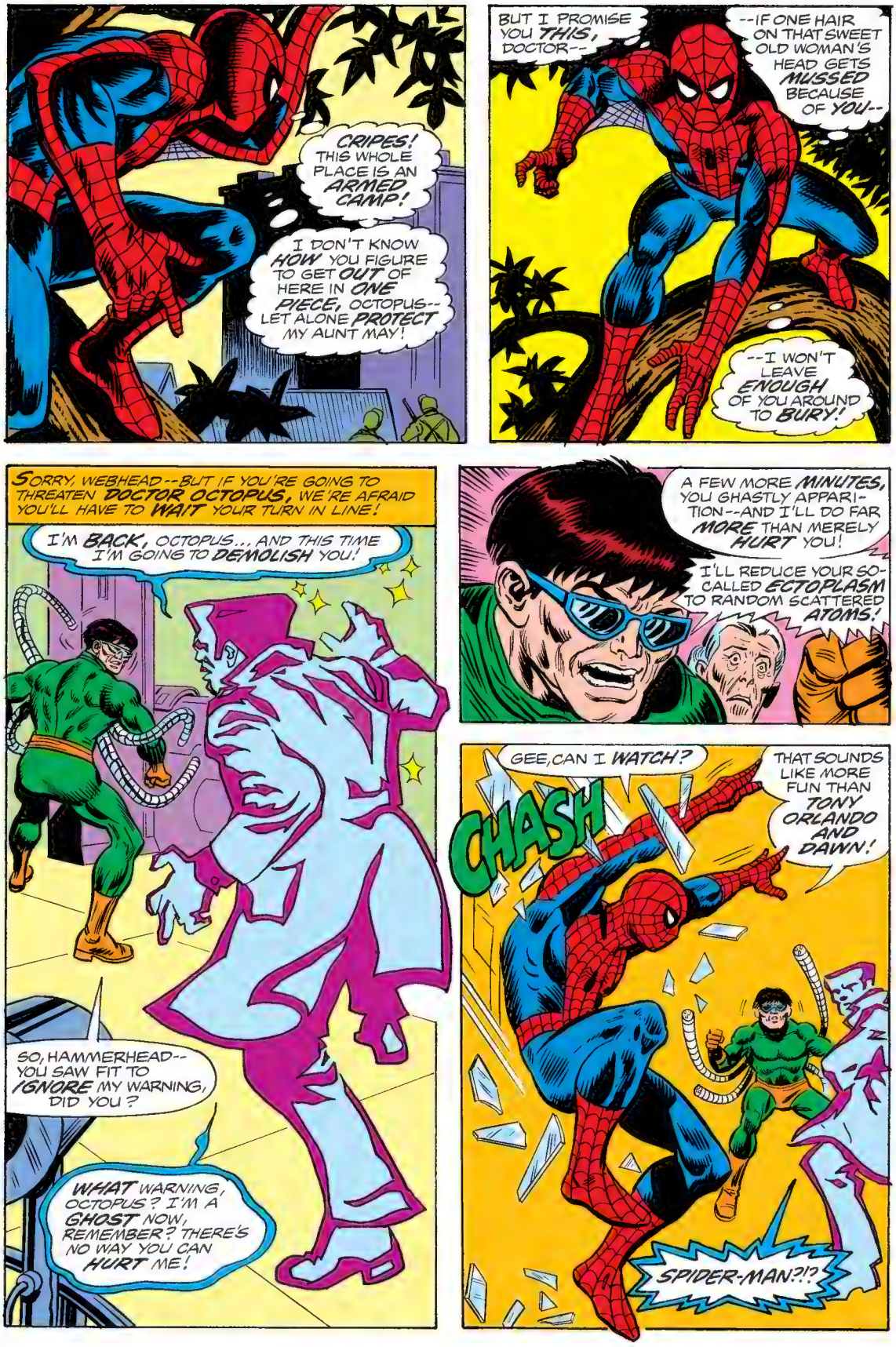

LET ME GUESS. A WEEK OUT OF SECRETARIAL SCHOOL, RIGHT? WELL, A WEEK AROUND J. JONAH JAMESON --AND SHE'LL WISH SHE'D TAKEN UP NURSING!
BY THE WAY, ROBBIE, I HAVEN'T HEARD FROM CLAYTON--AND I WOULDN'T ACCEPT HIS OFFER IF HE CALLED...
...UNLESS, OF COURSE, THE MONEY WAS GOOD.

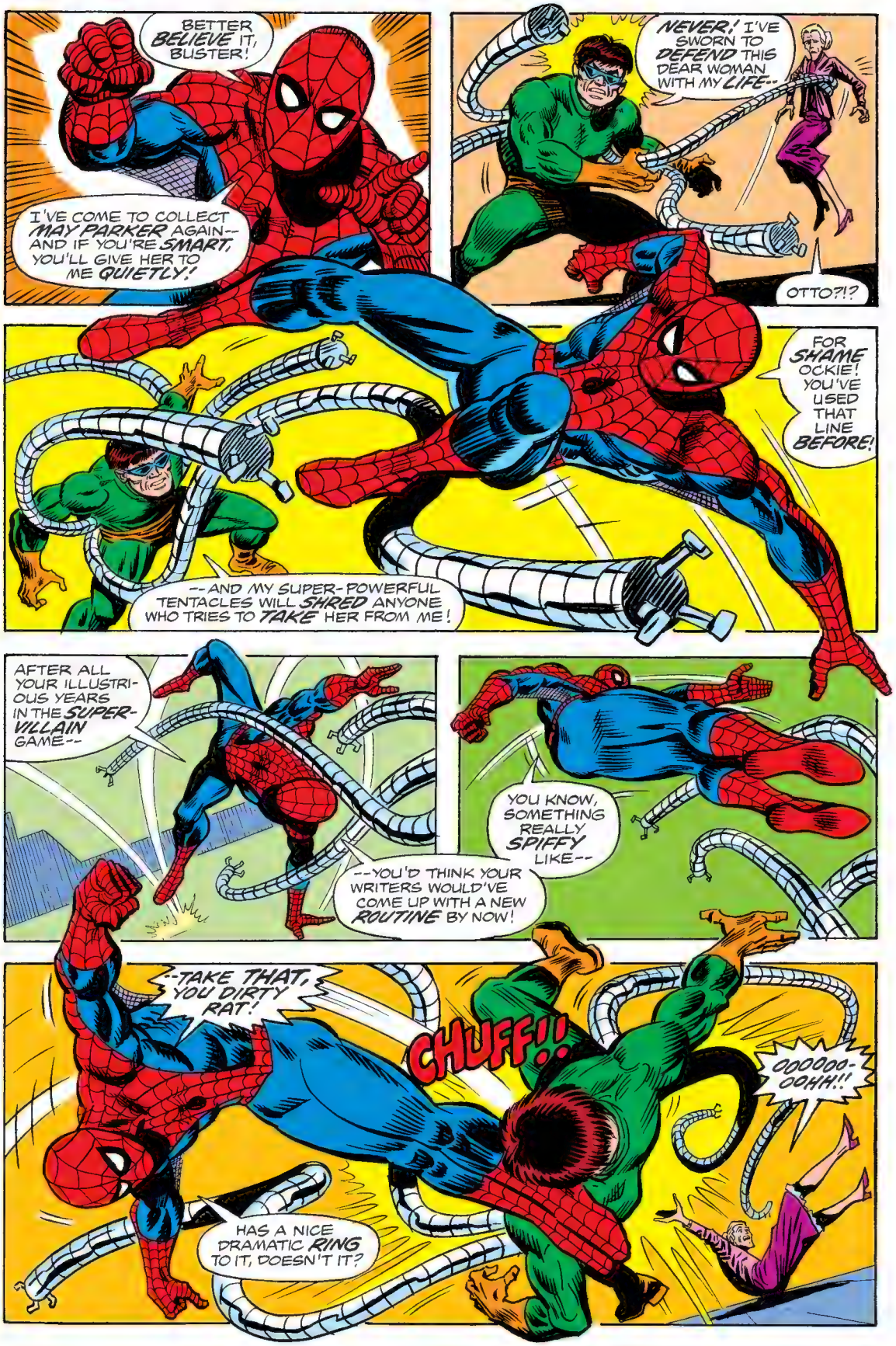
HERE ARE THE LAW BOOKS, MR. JAMESON SIR. ANYTHING ELSE YOU WANT ME TO DO, SIR?
YEAH. DROP THOSE THINGS ON MY DESK--DUMP THIS COLD COFFEE --AND BREW ME A FRESH CUP!
A MAN CAN'T THINK AROUND HERE WITH-OUT COFFEE!

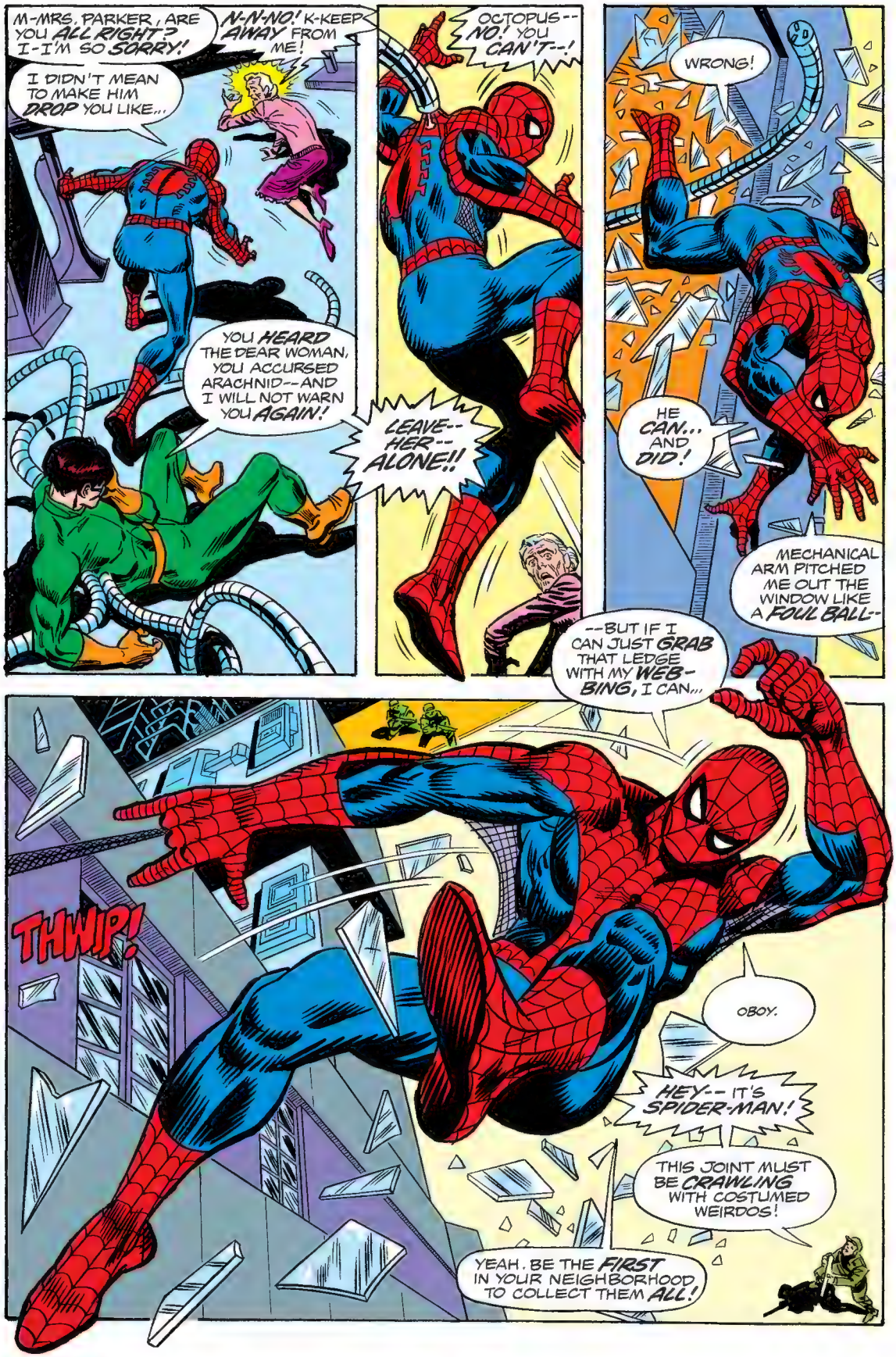
RIGHT, MR. JAMESON SIR! DROP THE BOOKS...
WHUMP!
...AND DUMP THE...
...COFFEE?
ER--AH-- W-WOULD YOU L-LIKE ME TO BREW THAT F-FRESH CUP NOW?
PLEASE, MR. JAMESON SIR-- DON'T HIT ME!
HIT YOU? I'LL KILL YOU!
HOW MUCH IS CLAYTON PAYING YOU TO DESTROY ME?
OUT, DO YOU HEAR ME-- OUT!!
WELL, THAT'S ONE DOWN.
MR. ROBERTSON, WE'D BETTER HOLD THE FRONT PAGE! JUST GOT A FLASH IN OVER THE WIRE!
WE'D BETTER GET SOMEBODY DOWN THERE TO COVER IT-- FAST!
DOCTOR OCTOPUS IS HOLDING SOME OLD LADY HOSTAGE OUT AT THE BROOKHAVEN LABS!
AND THAT SOMEBODY IS GOING TO BE-- ME!
I WAS AFRAID DROPPING BY THE BUGLE WAS GONNA BE A WASTED TRIP!
BUT IT LOOKS LIKE LADY LUCK IS SMILING ON ME FOR A CHANGE-- WHICH IS WEIRD!
USUALLY, SHE JUST KICKS ME IN THE CHOPS!
MOMENTS LATER...
MY CLOTHES AND MY CAMERA SHOULD BE SAFE STASHED IN THIS AIR DUCT--
--BUT NOTHING IS GONNA KEEP DOC OCK SAFE-- ONCE I GET MY EAGER LITTLE HANDS ON HIM!

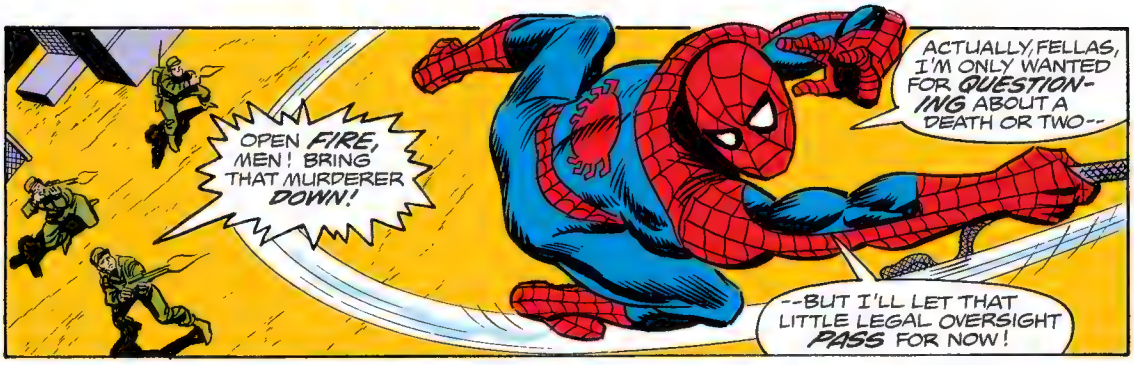
BROOKHAVEN NATIONAL LABORATORY, ON LONG ISLAND'S THRIVING NORTH SHORE: USUALLY, THESE QUIET BUILDINGS ARE MERELY DEVOTED TO EXTENSIVE RESEARCH IN THE FIELD OF ATOMIC ENERGY--
--BUT TODAY THEY ARE AN ARENA, A BURGEONING BATTLEFIELD DESTINED TO WITNESS COMBAT OF A MOST UNLIKELY NATURE!
IN THIS CORNER, SUFFOLK COUNTY'S CRACK SPECIAL WEAPONS AND TACTICAL TEAM--
--A SQUAD OF WELL-TRAINED COMMANDOES WHO SPREAD ACROSS THE AREA LIKE THE FAR-REACHING FINGERS OF SOME NEBULOUS HAND--
--SEPERATE ENTITIES RESPONDING AS A SINGLE UNIT--
--AND PREPARED FOR ANYTHING!
OKAY, MISTER--WE KNOW YOU'RE IN THERE! YOU CAN'T ESCAPE!
SEND OUT THE WOMAN--AND YOU WON'T BE HURT!
IN THIS CORNER, DR. OTTO OCTAVIUS--A.K.A. DOCTOR OCTOPUS, SUPER-VILLAIN SUPREME AND SWORN PROTECTOR OF MAY PARKER, SPIDER-MAN'S EVER-LOVING AUNT!
IGNORE THAT SHOUTING RABBLE, DEAR LADY. IT IS NOTHING TO CONCERN US.
I'M NOT CONCERNED, OTTO. I'M CERTAIN WHATEVER YOU'RE DOING HERE, YOU'RE DOING FOR THE VERY BEST OF REASONS.
AFTER ALL, I WAS WITH YOU IN THE HELICOPTER--
--WHEN THAT DREADFUL HAMMERHEAD PERSON THREATENED YOUR VERY LIFE!

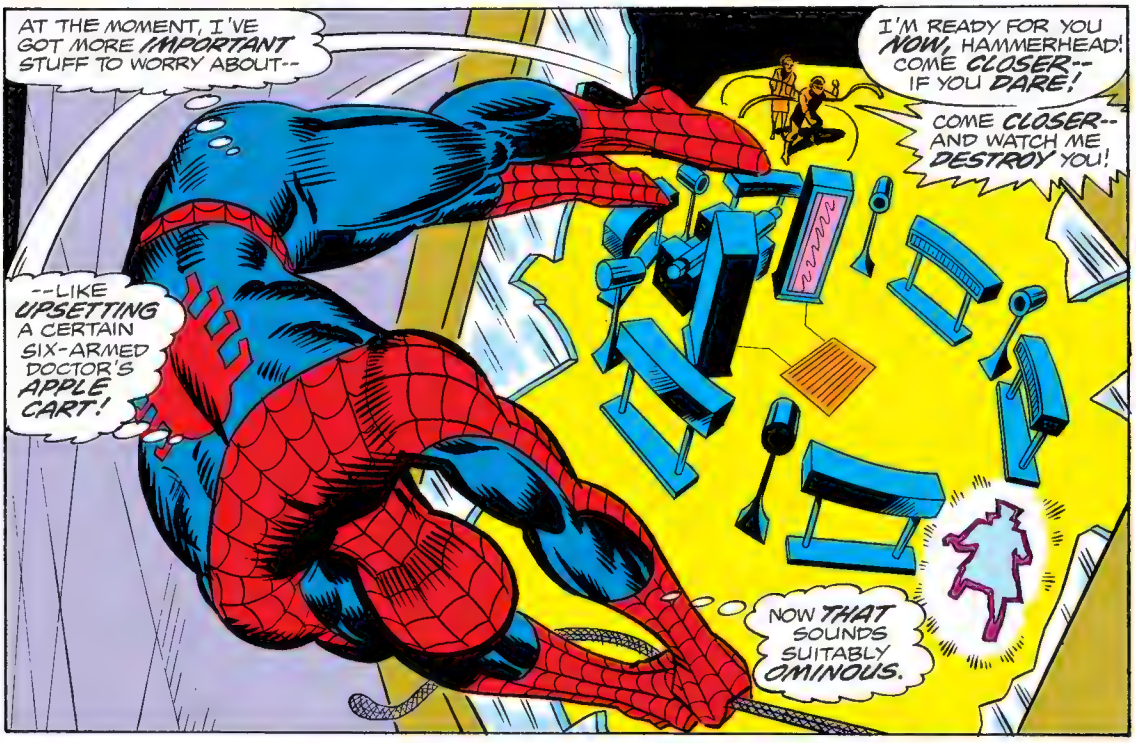
HAMMERHEAD?! NOT AGAIN! NOT HERE!
THERE'S NO GETTING RID OF ME, OCTOPUS--NOT IN THIS LIFE!
NO! SOMEHOW I'LL DESTROY YOU!
HAH! IF AN ATOMIC EXPLOSION COULDN'T FINISH ME, HOW D'YA FIGURE YOU CAN?
OF COURSE! ATOMIC ENERGY! I SHOULD'VE THOUGHT OF IT SOONER!
QUICKLY, PILOT--FLY US TO BROOKHAVEN LABORATORIES!
FOLLOW ME THIS TIME, HAMMERHEAD--AND YOU'RE DOOMED!
YEAH? WE'LL SEE, OCTOPUS...WE'LL SEE!
THEN THAT HORRIBLE HAMMERHEAD DISAPPEARED--AND THAT NICE PILOT FLEW US HERE.
BUT TO BE HONEST, OTTO--I STILL DON'T REALLY UNDERSTAND WHY!
BE PATIENT, MY DEAR--AND EVERYTHING WILL SOON BE QUITE OBVIOUS TO YOU!
WHICH WILL PUT AUNT MAY ONE UP ON HER FAVORITE NEPHEW FOR A CHANGE--
--BECAUSE RIGHT NOW, OUR FRIENDLY NEIGHBORHOOD WEB-SLINGER IS TRAVELING AROUND IN A THICK MENTAL FOG!
THERE'S GOT TO BE A REASON OCK WOULD JEOPARDIZE EVERYTHING BY SHOWING UP HERE AT BROOKHAVEN--AND MAKING HIMSELF A TARGET!
JUST WISH I COULD FIGURE OUT WHAT!
WELL, I SUPPOSE I CAN ASK OCKIE WHEN I SEE HIM--
--WHICH I WON'T BE DOING UNLESS I CAN GET QUIETLY PAST THE BOYS IN BLUE!


CRIPES! THIS WHOLE PLACE IS AN ARMED CAMP!
I DON'T KNOW HOW YOU FIGURE TO GET OUT OF HERE IN ONE PIECE, OCTOPUS-- LET ALONE PROTECT MY AUNT MAY!
BUT I PROMISE YOU THIS, DOCTOR--
--IF ONE HAIR ON THAT SWEET OLD WOMAN'S HEAD GETS MUSSED BECAUSE OF YOU--
--I WON'T LEAVE ENOUGH OF YOU AROUND TO BURY!
SORRY, WEBHEAD--BUT IF YOU'RE GOING TO THREATEN DOCTOR OCTOPUS, WE'RE AFRAID YOU'LL HAVE TO WAIT YOUR TURN IN LINE!
I'M BACK, OCTOPUS... AND THIS TIME I'M GOING TO DEMOLISH YOU!
SO, HAMMERHEAD-- YOU SAW FIT TO IGNORE MY WARNING, DID YOU?
WHAT WARNING, OCTOPUS? I'M A GHOST NOW, REMEMBER? THERE'S NO WAY YOU CAN HURT ME!
A FEW MORE MINUTES, YOU GHASTLY APPARI- TION--AND I'LL DO FAR MORE THAN MERELY HURT YOU!
I'LL REDUCE YOUR SO-CALLED ECTOPLASM TO RANDOM SCATTERED ATOMS!
GEE, CAN I WATCH?
CHASH
THAT SOUNDS LIKE MORE FUN THAN TONY ORLANDO AND DAWN!
SPIDER-MAN?!?

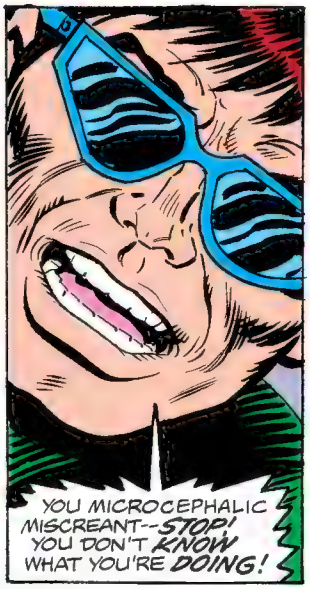

BETTER BELIEVE IT, BUSTER!
I'VE COME TO COLLECT MAY PARKER AGAIN-- AND IF YOU'RE SMART, YOU'LL GIVE HER TO ME QUIETLY!
NEVER! I'VE SWORN TO DEFEND THIS DEAR WOMAN WITH MY LIFE--
OTTO?!?
FOR SHAME OCKIE! YOU'VE USED THAT LINE BEFORE!
--AND MY SUPER-POWERFUL TENTACLES WILL SHRED ANYONE WHO TRIES TO TAKE HER FROM ME!
AFTER ALL YOUR ILLUSTRIOUS YEARS IN THE SUPER-VILLAIN GAME--
YOU KNOW, SOMETHING REALLY SPIFFY LIKE--
--YOU'D THINK YOUR WRITERS WOULD'VE COME UP WITH A NEW ROUTINE BY NOW!
--TAKE THAT, YOU DIRTY RAT!
CHUFF!!
OOOOOO-OOHH!!
HAS A NICE DRAMATIC RING TO IT, DOESN'T IT?


M-MRS. PARKER, ARE YOU ALL RIGHT? I-I'M SO SORRY!
N-N-NO! K-KEEP AWAY FROM ME!
I DIDN'T MEAN TO MAKE HIM DROP YOU LIKE...
YOU HEARD THE DEAR WOMAN, YOU ACCURSED ARACHNID--AND I WILL NOT WARN YOU AGAIN!
OCTOPUS--NO! YOU CAN'T--!
LEAVE--HER--ALONE!!
WRONG!
HE CAN... AND DID!
MECHANICAL ARM PITCHED ME OUT THE WINDOW LIKE A FOUL BALL--
--BUT IF I CAN JUST GRAB THAT LEDGE WITH MY WEB-BING, I CAN...
THWIP!
OBOY.
HEY--IT'S SPIDER-MAN!
THIS JOINT MUST BE CRAWLING WITH COSTUMED WEIRDOS!
YEAH. BE THE FIRST IN YOUR NEIGHBORHOOD TO COLLECT THEM ALL!


OPEN FIRE, MEN! BRING THAT MURDERER DOWN!
ACTUALLY, FELLAS, I'M ONLY WANTED FOR QUESTIONING ABOUT A DEATH OR TWO--
--BUT I'LL LET THAT LITTLE LEGAL OVERSIGHT PASS FOR NOW!


AT THE MOMENT, I'VE GOT MORE IMPORTANT STUFF TO WORRY ABOUT--
I'M READY FOR YOU NOW, HAMMERHEAD! COME CLOSER-- IF YOU DARE!
COME CLOSER-- AND WATCH ME DESTROY YOU!
--LIKE UPSETTING A CERTAIN SIX-ARMED DOCTOR'S APPLE CART!
NOW THAT SOUNDS SUITABLY OMINOUS.

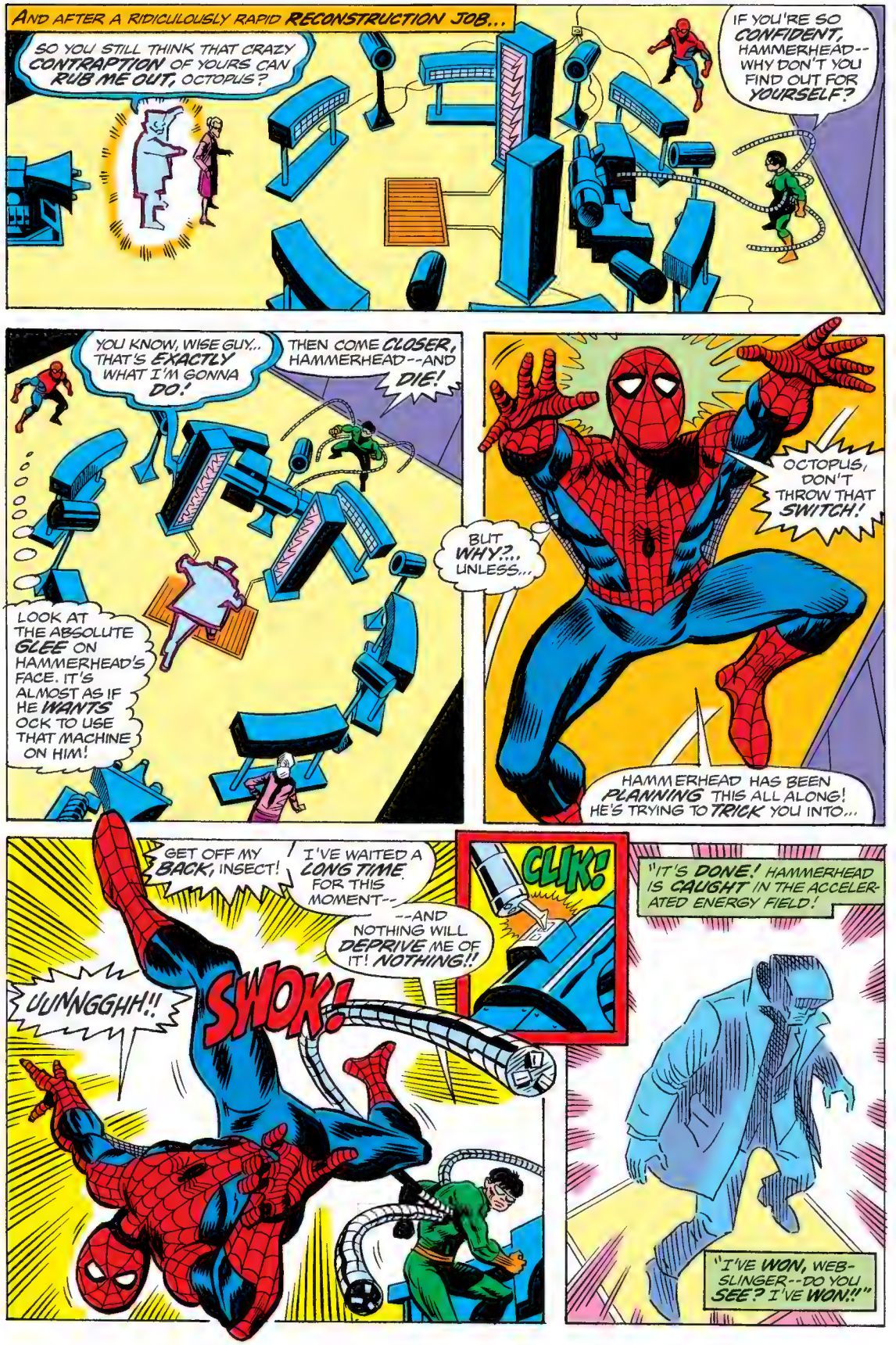
SORRY, DOC--BUT ANY GIZMO THAT'S ABLE TO WIPE OUT A GHOST CAN UNDOUBTEDLY CURL MY HAIR AS WELL!
SPLANG!
SO I'D BETTER TAKE STEPS TO INSURE THAT DOESN'T HAPPEN!

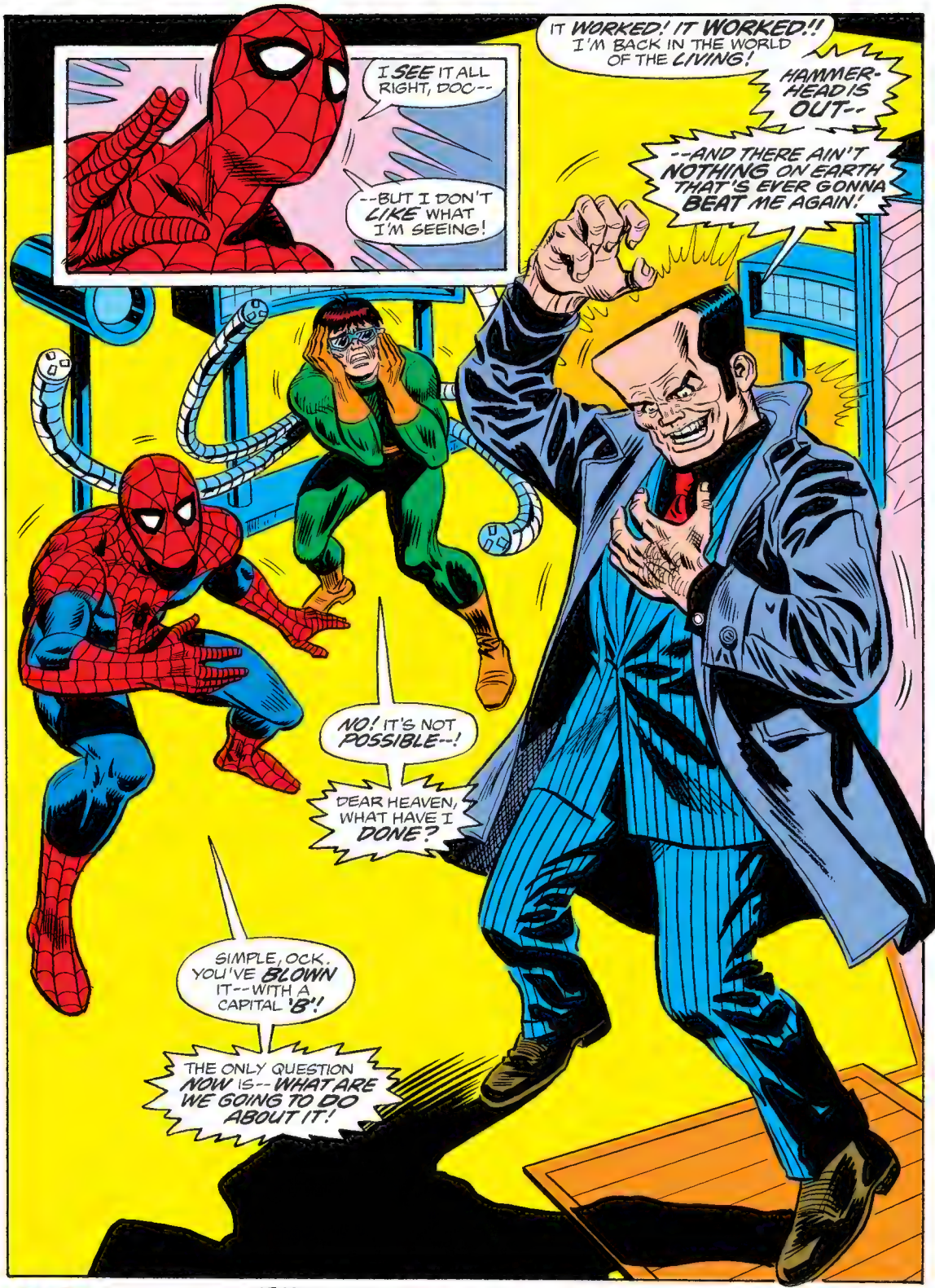

YOU MICROCEPHALIC MISCREANT--STOP! YOU DON'T KNOW WHAT YOU'RE DOING!

SURE I DO. I'M TEARING THIS LITTLE TINKER-TOY OF YOURS APART!
CRETIN! YOU'RE SMASHING MY ONLY HOPE!
BLANG!
WITHOUT THAT SPECIALLY-DESIGNED MECHANISM TO NULLIFY HIM, THE GHOST OF HAMMERHEAD WILL HAUNT ME FOREVER!

QUICKLY, MY DEAR! WE MUST ESCAPE WHILE THERE'S STILL...
WHAT--?!?
DON'T YOU RECOGNIZE IT, OCKIE?
IT'S THAT EVER-POPULAR STANDBY--THE "WEBBING-IN-THE-GLASSES" TRICK!
THOK!
GUARANTEED TO MAKE YOU THE LIFE OF THE PARTY AND ENTERTAIN YOUR FRIENDS!
FOOL! NOTHING YOU CAN DO WILL STOP ME FROM TAKING THIS GOOD WOMAN AWAY FROM HERE!
ELOPING? AT YOUR AGE, YOU SHOULDN'T EVEN BE HOLDING HANDS!
L-LET GO OF ME, YOU M-MONSTER!
WALL-CRAWLER, YOU'LL BE THE DEATH OF US ALL!
FLEE, DEAR MAY--WHILE I HOLD OFF THIS...
UUNNGHH!!
WHAM
OCK, THE ONLY THING YOU'RE GOING TO END UP HOLDING--
--IS THAT WELL-KNOWN PROVERBIAL BAG!
BAM!

NOW IF YOU HAVE ANY BRAINS, DOC, YOU'LL JUST LAY THERE UNTIL...
H-H-HELP ME!
HUH?
IT'S HAMMERHEAD'S GHOST AGAIN--!
AND NOW HE'S THREATENING AUNT MAY!
SO OCTOPUS THOUGHT HE COULD DESTROY ME, EH?
WELL, LADY-- WAIT'LL HE SEES WHAT I CAN DO TO YOU!
N-NO! PLEASE-- STAY BACK!
GOTTA HIT HIM WITH MY WEBBING FIRST SHOT--TIE HIM UP BEFORE--!
HOLY HANNAH! MY WEBBING GOES RIGHT THRU HIM! HE REALLY IS A GHOST!
WHAT'S THE MATTER, WEBHEAD? YOU DIDN'T BELIEVE ME?
WELL, BELIEVE THIS, INSECT! ALIVE OR DEAD, I'M TAKING OVER NEW YORK WHEN I'M DONE HERE...
...AND THERE'S NOTHING YOU CAN DO TO STOP ME!
I WOULDN'T WASTE GOOD MONEY BETTING ON THAT, YOU...
NO! SAVE YOUR BREATH! THERE'S ONLY ONE WAY TO DEAL WITH HAMMERHEAD PERMANENTLY:
THAT PARTICLE ACCELERATOR YOU SO CASUALLY KICKED APART!
THEN WHAT ARE WE STANDING AROUND FOR, OCTOPUS? LET'S PUT THIS COCKAMAMIE GIZMO BACK TOGETHER AGAIN!
AND QUICKLY, WEB-SLINGER-- BEFORE THAT MALLET-HEADED MENACE CAN HARM POOR MAY PARKER!


AND AFTER A RIDICULOUSLY RAPID RECONSTRUCTION JOB...
SO YOU STILL THINK THAT CRAZY CONTRAPTION OF YOURS CAN RUB ME OUT, OCTOPUS?
IF YOU'RE SO CONFIDENT, HAMMERHEAD--WHY DON'T YOU FIND OUT FOR YOURSELF?
YOU KNOW, WISE GUY,.. THAT'S EXACTLY WHAT I'M GONNA DO!
THEN COME CLOSER, HAMMERHEAD--AND DIE!
LOOK AT THE ABSOLUTE GLEE ON HAMMERHEAD'S FACE. IT'S ALMOST AS IF HE WANTS OCK TO USE THAT MACHINE ON HIM!
BUT WHY?... UNLESS...
OCTOPUS, DON'T THROW THAT SWITCH!
HAMMERHEAD HAS BEEN PLANNING THIS ALL ALONG! HE'S TRYING TO TRICK YOU INTO...
GET OFF MY BACK, INSECT!
I'VE WAITED A LONG TIME FOR THIS MOMENT--
--AND NOTHING WILL DEPRIVE ME OF IT! NOTHING!!
CLIK!
UUNNGGHH!!
SHOK!
"IT'S DONE! HAMMERHEAD IS CAUGHT IN THE ACCELERATED ENERGY FIELD!
"I'VE WON, WEB-SLINGER--DO YOU SEE? I'VE WON!!"


I SEE IT ALL RIGHT, DOC--
--BUT I DON'T LIKE WHAT I'M SEEING!
IT WORKED! IT WORKED!! I'M BACK IN THE WORLD OF THE LIVING!
HAMMER-HEAD IS OUT--
--AND THERE AIN'T NOTHING ON EARTH THAT'S EVER GONNA BEAT ME AGAIN!
NO! IT'S NOT POSSIBLE--!
DEAR HEAVEN, WHAT HAVE I DONE?
SIMPLE, OCK, YOU'VE BLOWN IT--WITH A CAPITAL 'B'!
THE ONLY QUESTION NOW IS--WHAT ARE WE GOING TO DO ABOUT IT!

NEXT ISSUE!

THE STORY YOU NEVER THOUGHT YOU'D SEE! SPIDEY BATTLING SIDE-BY-SIDE WITH HIS GREATEST FOE--AGAINST THE NEW, IMPROVED MENACE OF--HAMMERHEAD! BE HERE FOR...

ARM-IN-ARM-IN-ARM-IN-ARM-IN-ARM-IN-ARM WITH

DOCTOR OCTOPUS!

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MARVEL COMICS GROUP™
APPROVED BY THE COMICS CODE AUTHORITY
02457
TM
the AMAZING SPIDER-MAN®
OUT OF MY WAY, YOU PITIFUL HAS-BEENS!
HAMMERHEAD IS COMIN' THRU!
THIS TIME, NOT EVEN DEATH WILL STOP ME!!

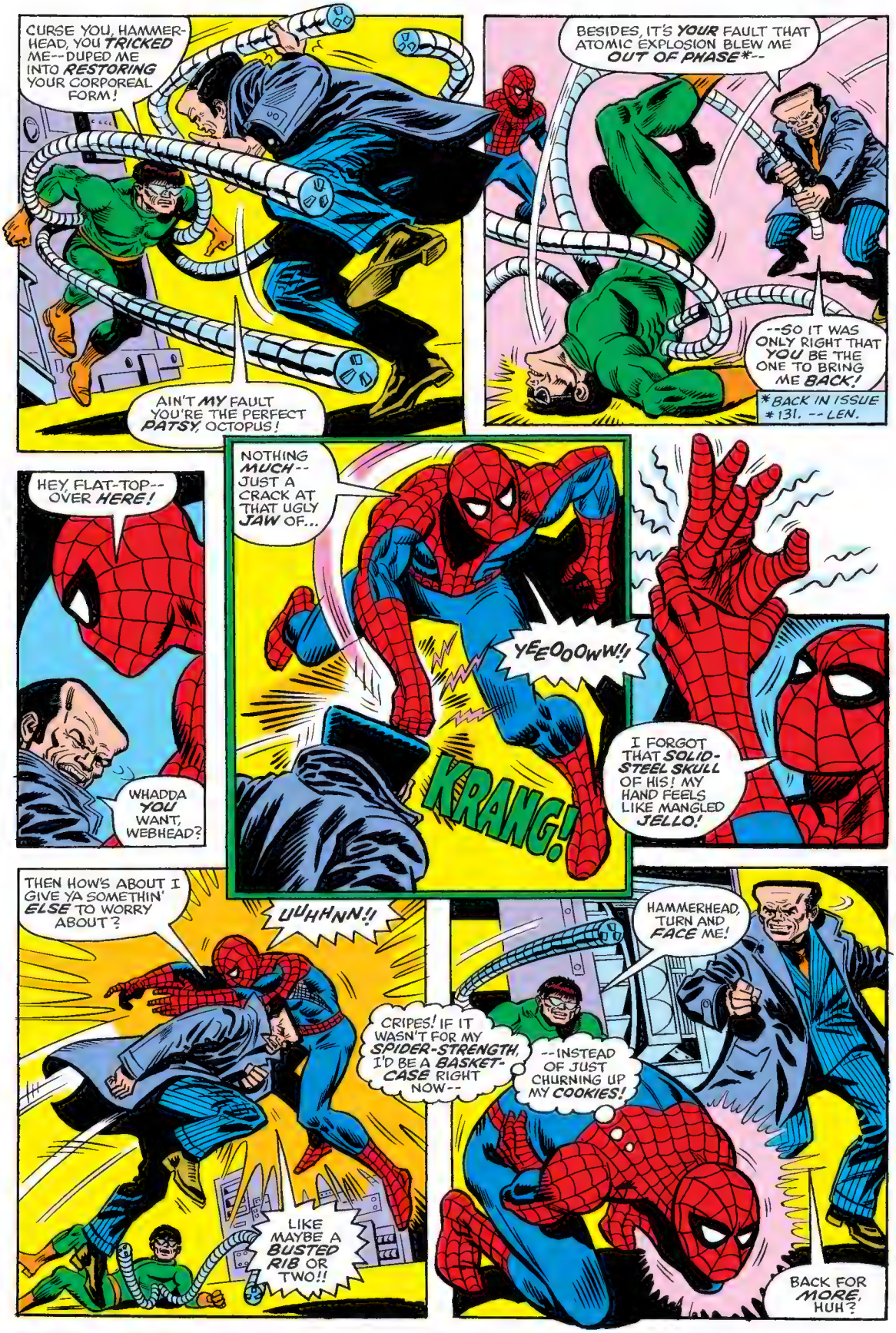
While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

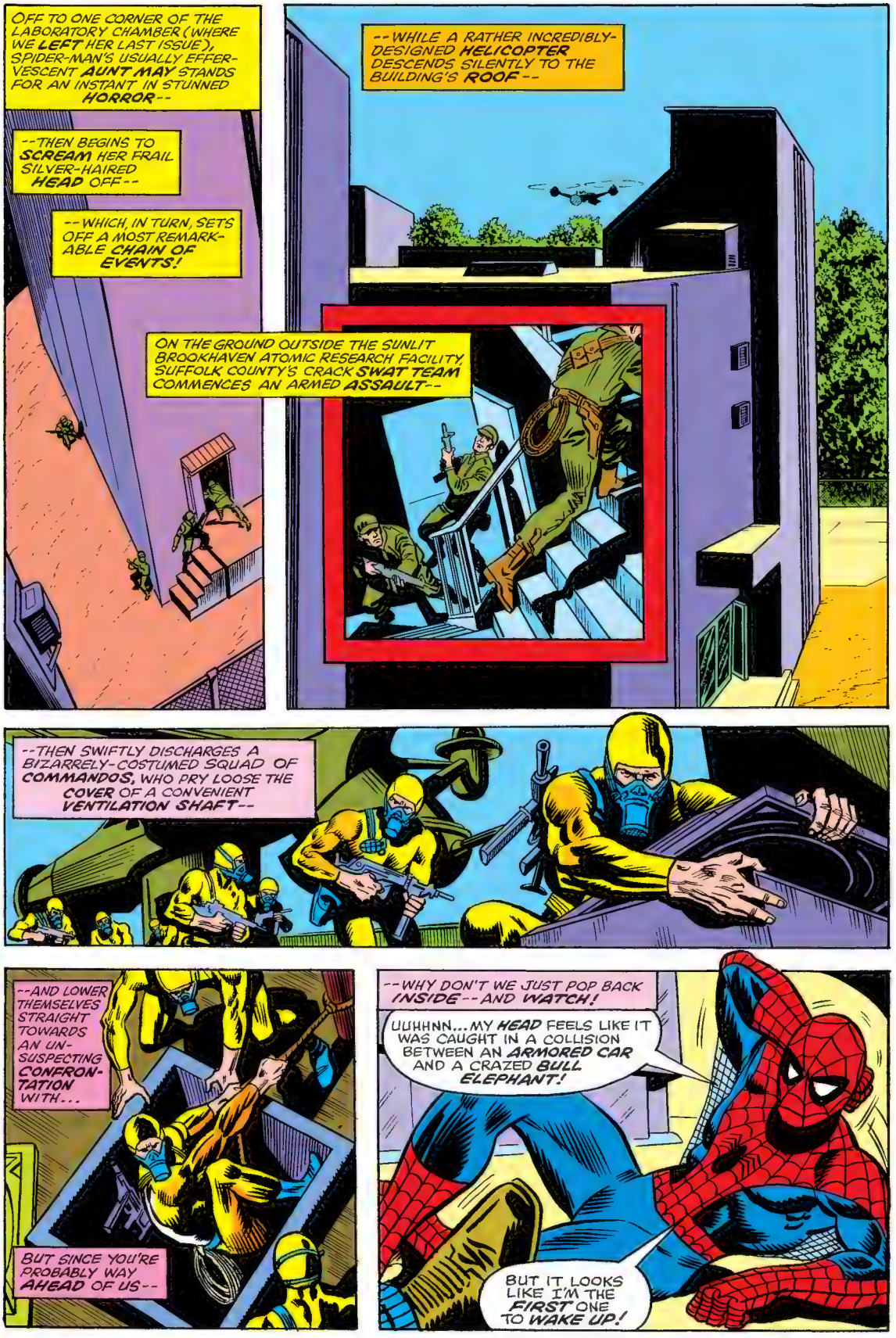
JV 339

LEN WEIN	ROSS ANDRU	MIKE ESPOSITO	GLYNIS WEIN	JOE ROSEN	MARV WOLFMAN
WRITER/EDITOR	ILLUSTRATOR	EMBELLISHER	COLORIST	LETTERER	COOK & BOTTLE-WASHER

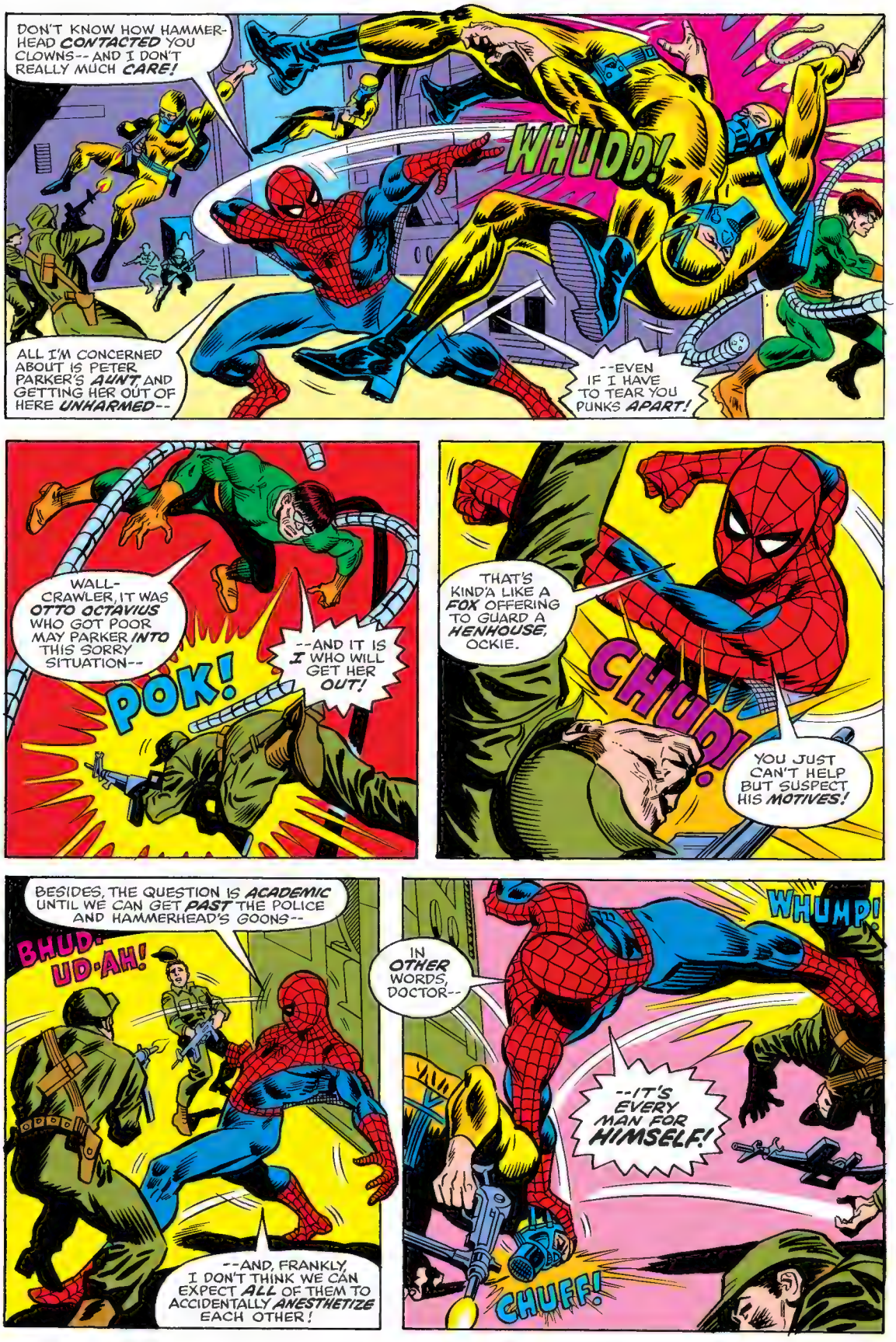
ARM-in-ARM-in-ARM-in-ARM-in-ARM-in-ARM
with
DOCTOR OCTOPUS
HAMMERHEAD IS OUT, YOU COSTUMED CREEPOS--
--AND THERE AIN'T NOTHIN' ON EARTH THAT'S EVER GONNA STAND IN MY WAY AGAIN!
THEN WE MUST REALLY BE OUT OF THIS WORLD, MALLET-MOUTH, 'CAUSE YOU'RE NOT GETTING PAST US--
--AT LEAST, NOT IN ONE PIECE!
AND IF YOU THINK THAT'S A PERFECT CUE FOR ACTION, MARVELITE -- YOU COULDN'T BE MORE RIGHT!

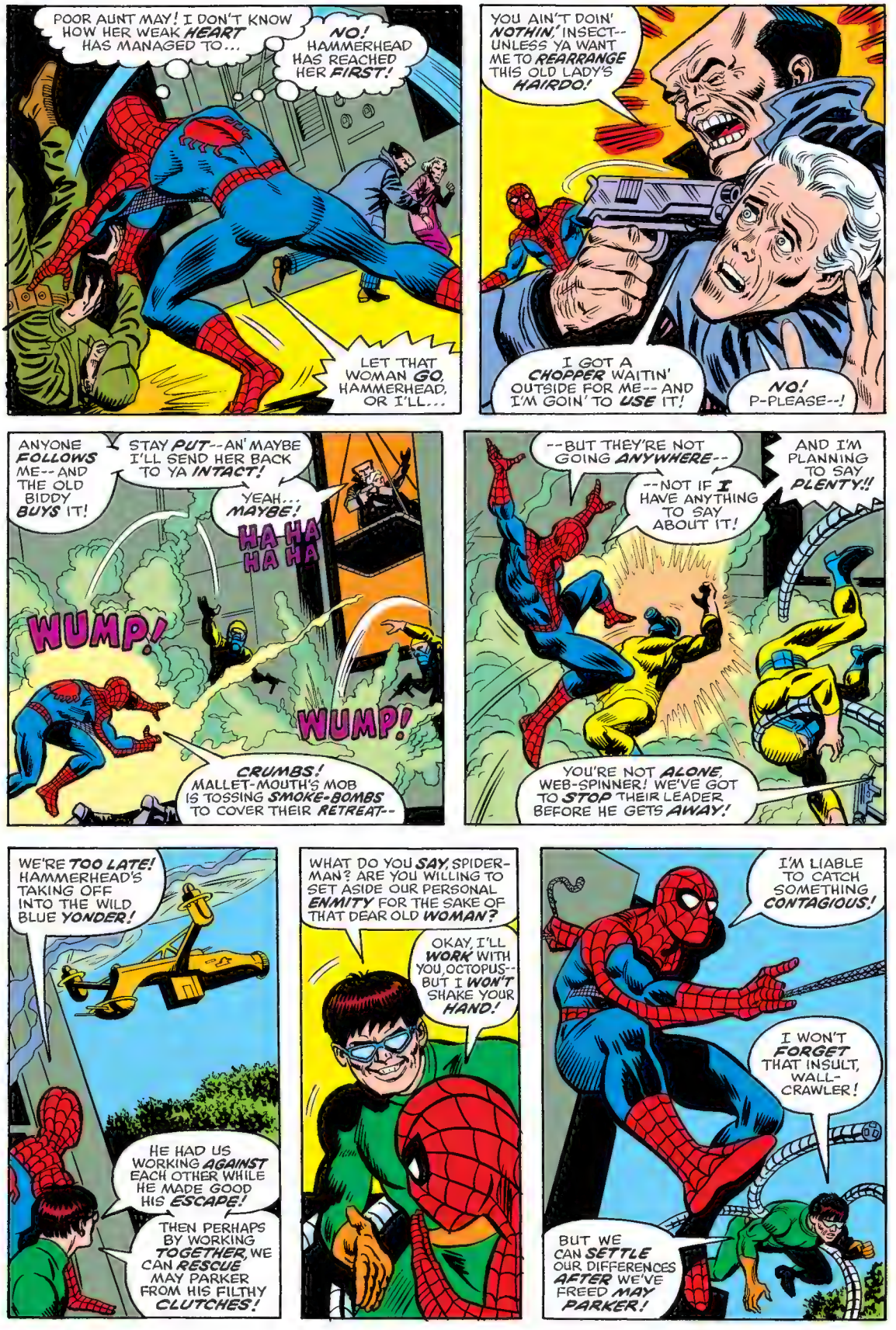

CURSE YOU, HAMMERHEAD, YOU TRICKED ME--DUPED ME INTO RESTORING YOUR CORPOREAL FORM!
AIN'T MY FAULT YOU'RE THE PERFECT PATSY, OCTOPUS!
BESIDES, IT'S YOUR FAULT THAT ATOMIC EXPLOSION BLEW ME OUT OF PHASE*--
--SO IT WAS ONLY RIGHT THAT YOU BE THE ONE TO BRING ME BACK!
*BACK IN ISSUE #131. --LEN.
HEY, FLAT-TOP--OVER HERE!
WHADDA YOU WANT, WEBHEAD?
NOTHING MUCH--JUST A CRACK AT THAT UGLY JAW OF...
YEEOOOWW!!
KRANG!
I FORGOT THAT SOLID-STEEL SKULL OF HIS! MY HAND FEELS LIKE MANGLED JELLO!
THEN HOW'S ABOUT I GIVE YA SOMETHIN' ELSE TO WORRY ABOUT?
UUHHNN!!
LIKE MAYBE A BUSTED RIB OR TWO!!
CRIPES! IF IT WASN'T FOR MY SPIDER-STRENGTH, I'D BE A BASKET-CASE RIGHT NOW--
--INSTEAD OF JUST CHURNING UP MY COOKIES!
HAMMERHEAD, TURN AND FACE ME!
BACK FOR MORE, HUH?

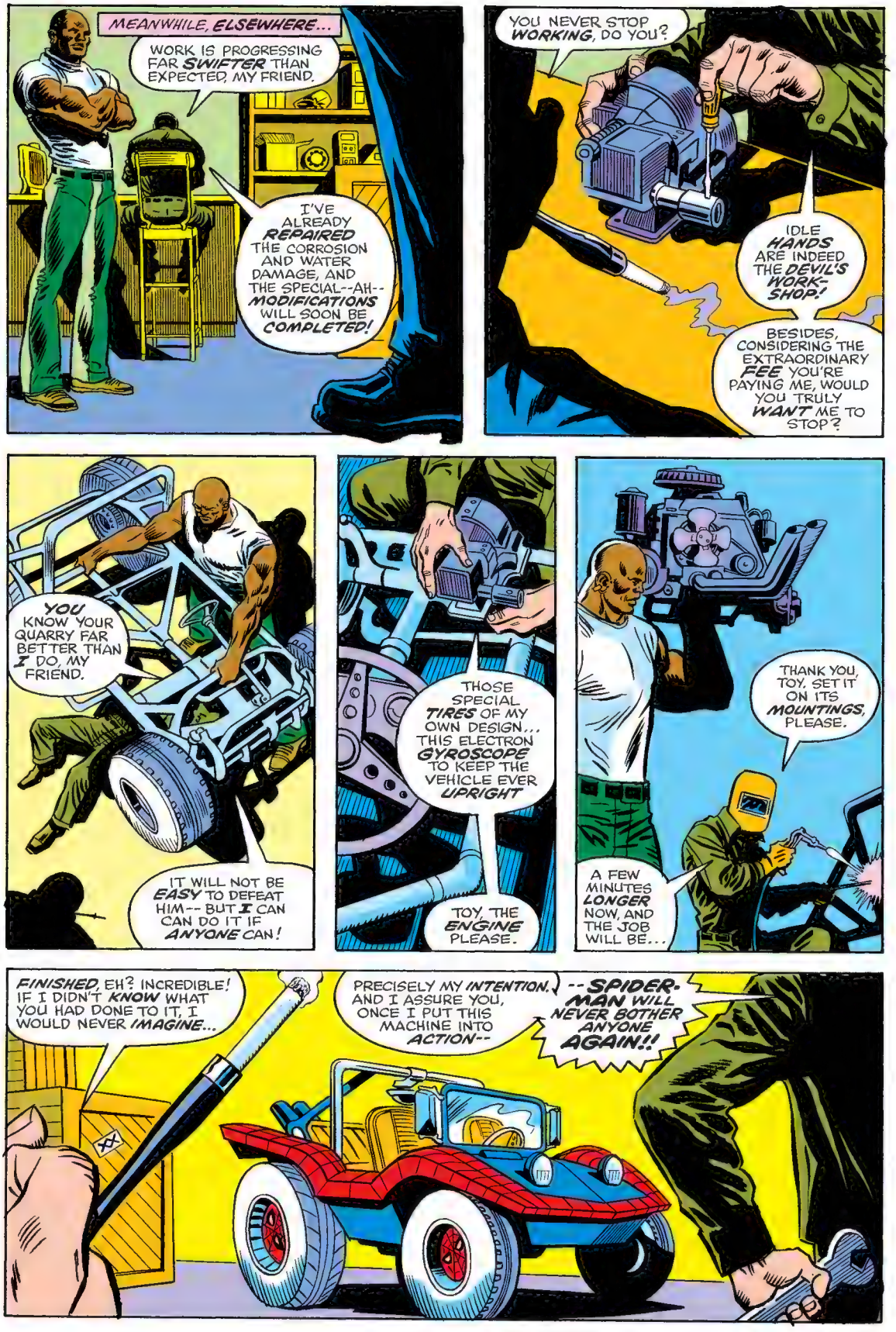
WELL, MY SKULL CAN TAKE ANYTHING YOUR TENTACLES CAN DISH OUT!
SPANG!
PERHAPS, FOOL-- BUT THE SAME CANNOT BE SAID ABOUT YOUR CHIN!
CHOK!
I OWE YA FOR THAT, OCTOPUS! IN FACT, I OWE YA FOR A LOT OF THINGS--
--AND IT'S TIME I STARTED TO PAY YA BACK!!
STAY BACK, DOC! I'LL HANDLE THIS--!
DON'T INTERFERE, INSECT! DOCTOR OCTOPUS WILL DEAL WITH THIS MUSCLE-MINDED CRETIN!
THEN YOU'RE NOT DEALING WITH A FULL DECK, IF YOU BELIEVE YA CAN...
UUNNFF!!
SPIDER-MAN-- STAY AWAY, YOU FOOL! YOU'RE GETTING IN THE...
UUNNGGH!!
NO! I DIDN'T MEAN TO...
HHOOWWFF!!
FOR A MOMENT, THE THREE DAZED ADVERSARIES STAND FACING ONE ANOTHER, THE ROOM WHIRLING DIZZILY BEFORE THEM--
--AND THEN, WITH A GRACEFUL APLOMB THAT MANY MEN WOULD ENVY--
--THEY FALL FLAT ON THEIR META-PHORICAL FACES!

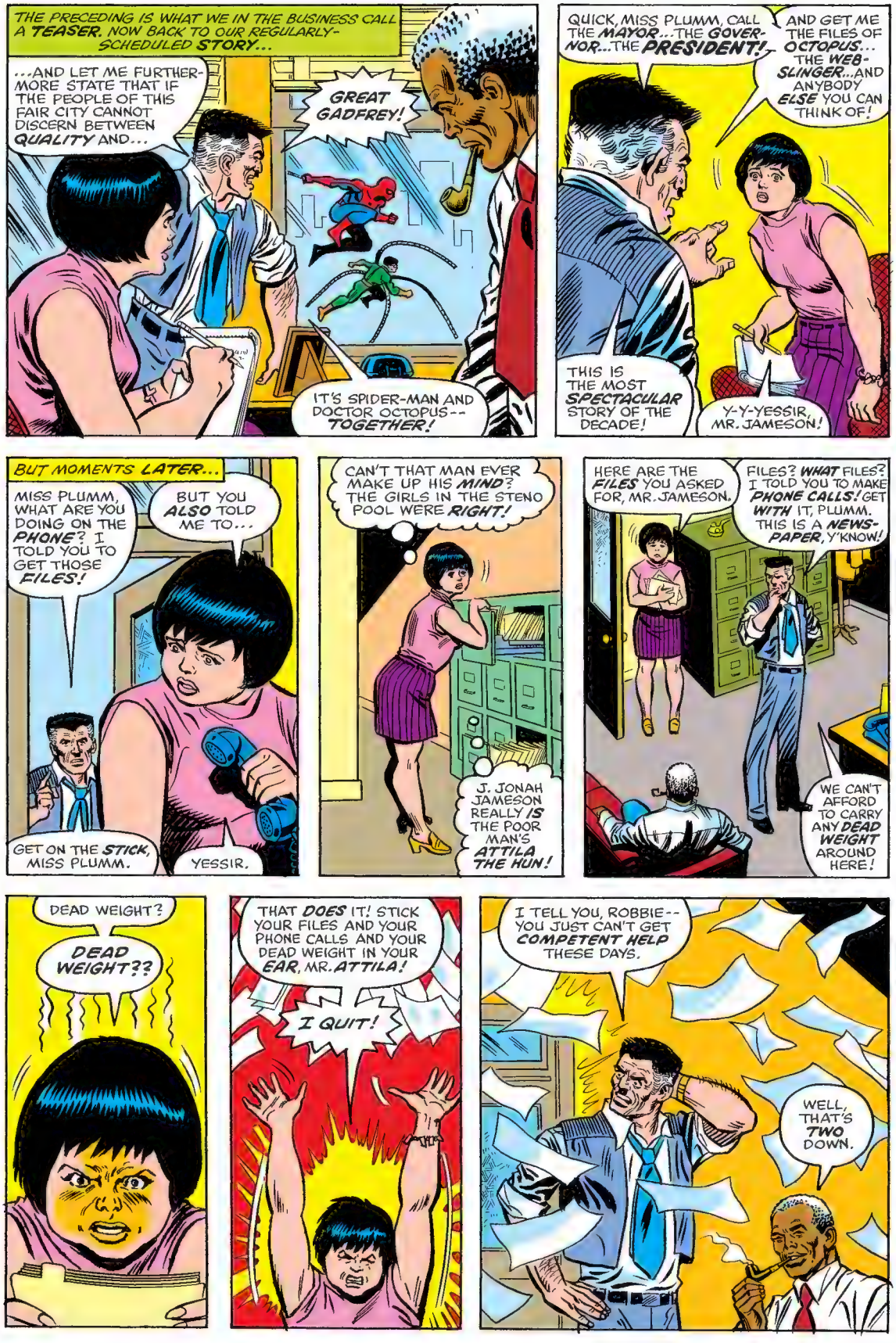

OFF TO ONE CORNER OF THE LABORATORY CHAMBER (WHERE WE LEFT HER LAST ISSUE), SPIDER-MAN'S USUALLY EFFERVESCENT AUNT MAY STANDS FOR AN INSTANT IN STUNNED HORROR--
--THEN BEGINS TO SCREAM HER FRAIL SILVER-HAIRED HEAD OFF--
--WHICH, IN TURN, SETS OFF A MOST REMARKABLE CHAIN OF EVENTS!
--WHILE A RATHER INCREDIBLY-DESIGNED HELICOPTER DESCENDS SILENTLY TO THE BUILDING'S ROOF--
ON THE GROUND OUTSIDE THE SUNLIT BROOKHAVEN ATOMIC RESEARCH FACILITY, SUFFOLK COUNTY'S CRACK SWAT TEAM COMMENCES AN ARMED ASSAULT--
--THEN SWIFTLY DISCHARGES A BIZARRELY-COSTUMED SQUAD OF COMMANDOS, WHO PRY LOOSE THE COVER OF A CONVENIENT VENTILATION SHAFT--
--AND LOWER THEMSELVES STRAIGHT TOWARDS AN UNSUSPECTING CONFRONTATION WITH...
BUT SINCE YOU'RE PROBABLY WAY AHEAD OF US--
--WHY DON'T WE JUST POP BACK INSIDE--AND WATCH!
UUHHNN... MY HEAD FEELS LIKE IT WAS CAUGHT IN A COLLISION BETWEEN AN ARMORED CAR AND A CRAZED BULL ELEPHANT!
BUT IT LOOKS LIKE I'M THE FIRST ONE TO WAKE UP!

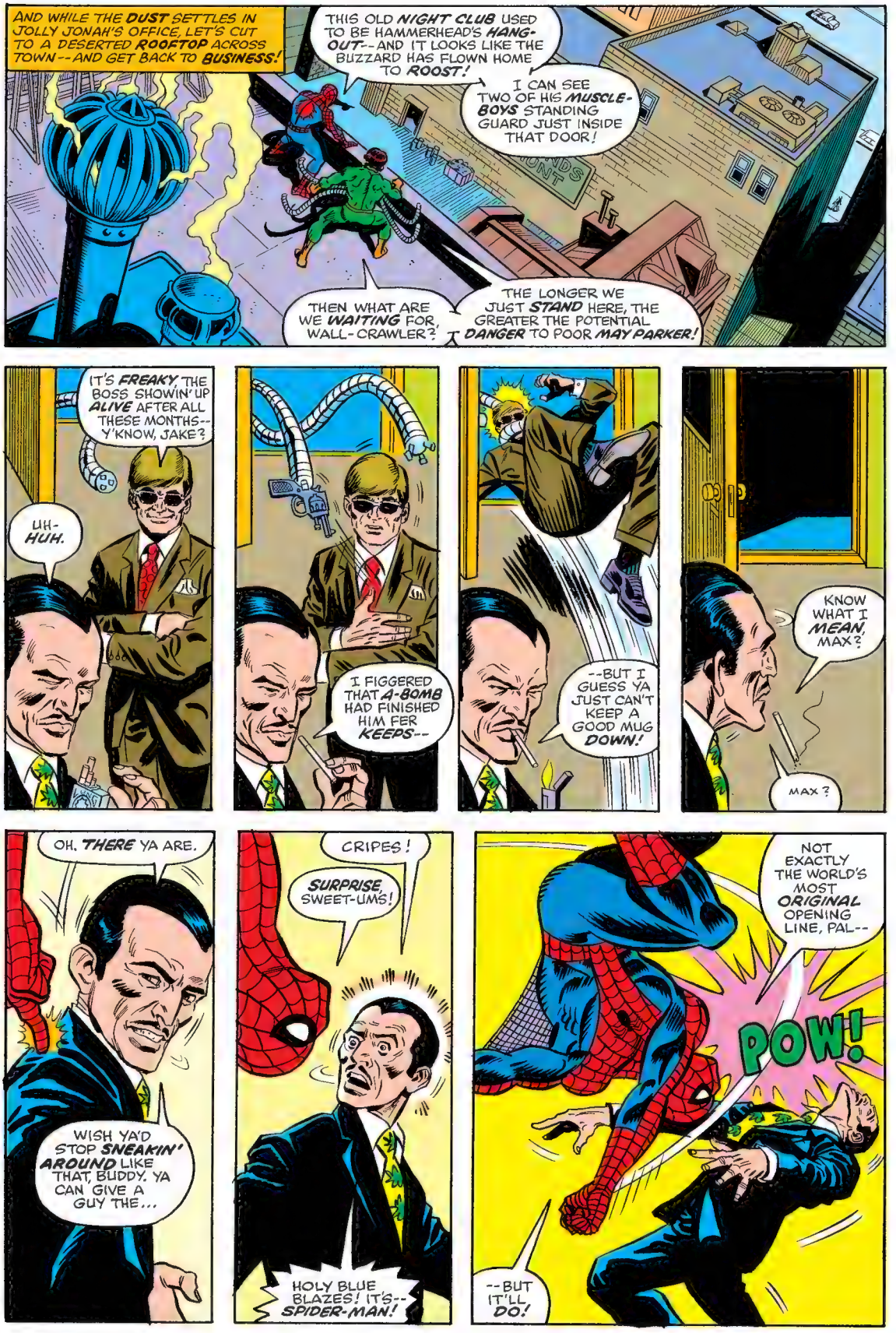
BETTER WEB DOC OCK AND HAMMERHEAD TIGHT BEFORE...
BHUD-UD-AH!
HUH? MY SPIDER-SENSE-- TINGLING!
KEEP YOUR HANDS OFF THE BOSS, WEBHEAD-- OR THE NEXT BURST CUTS YOU IN HALF!
YOUR BOSS? HEY, WHAT IS THIS?
WHAT'S IT LOOK LIKE, WALL-CRAWLER? IT'S A BREAK-OUT!
HAMMER-HEAD IS GOING WITH US!
WRONG, PUNK-- NOBODY'S GOING ANYWHERE!
NOW PUT THOSE GUNS DOWN-- FAST!
WHA--? IT'S THE COPS!
BLAST THOSE LOUSY--
SPAK!
HEY-- MY EYE! CAN'T SEE!
BHUD-UD-AH!
THANKS FOR THE ASSIST, WEB-SLINGER-- BUT THESE ANESTHETIC BULLETS WILL...
NO! DIDN'T MEAN TO KNOCK HIM OFF THAT LANDING--!?!
B-DOW!
NO SWEAT, FRIEND. I'LL JUST CATCH HIM BEFORE...
CRIPES! OCTOPUS GOT IN MY WAY! I TRIPPED OVER HIS BLASTED TENTACLES--!
THAT GUN-WIELDING WEIRDO IS GONNA LAND RIGHT ON MY...
UUNNHH!!
BRACE YOUR-SELVES, MEN! WE'RE BEING DIVE-BOMBED!


DON'T KNOW HOW HAMMERHEAD CONTACTED YOU CLOWNS-- AND I DON'T REALLY MUCH CARE!
WHUDD!
ALL I'M CONCERNED ABOUT IS PETER PARKER'S AUNT AND GETTING HER OUT OF HERE UNHARMED--
--EVEN IF I HAVE TO TEAR YOU PUNKS APART!
WALL-CRAWLER, IT WAS OTTO OCTAVIUS WHO GOT POOR MAY PARKER INTO THIS SORRY SITUATION--
POK!
--AND IT IS I WHO WILL GET HER OUT!
THAT'S KIND'A LIKE A FOX OFFERING TO GUARD A HENHOUSE, OCKIE.
CHUD!
YOU JUST CAN'T HELP BUT SUSPECT HIS MOTIVES!
BESIDES, THE QUESTION IS ACADEMIC UNTIL WE CAN GET PAST THE POLICE AND HAMMERHEAD'S GOONS--
BHUD-UD-AH!
--AND, FRANKLY, I DON'T THINK WE CAN EXPECT ALL OF THEM TO ACCIDENTALLY ANESTHETIZE EACH OTHER!
IN OTHER WORDS, DOCTOR--
WHUMP!
--IT'S EVERY MAN FOR HIMSELF!
CHUFF!


POOR AUNT MAY! I DON'T KNOW HOW HER WEAK HEART HAS MANAGED TO...
NO! HAMMERHEAD HAS REACHED HER FIRST!
LET THAT WOMAN GO, HAMMERHEAD, OR I'LL...
YOU AIN'T DOIN' NOTHIN,' INSECT-- UNLESS YA WANT ME TO REARRANGE THIS OLD LADY'S HAIRDO!
I GOT A CHOPPER WAITIN' OUTSIDE FOR ME-- AND I'M GOIN' TO USE IT!
NO! P-PLEASE--!
ANYONE FOLLOWS ME-- AND THE OLD BIDDY BUYS IT!
STAY PUT-- AN' MAYBE I'LL SEND HER BACK TO YA INTACT!
YEAH... MAYBE!
HA HA HA HA
WUMP!
WUMP!
CRUMBS! MALLET-MOUTH'S MOB IS TOSSING SMOKE-BOMBS TO COVER THEIR RETREAT--
--BUT THEY'RE NOT GOING ANYWHERE--
--NOT IF I HAVE ANYTHING TO SAY ABOUT IT!
AND I'M PLANNING TO SAY PLENTY!!
YOU'RE NOT ALONE, WEB-SPINNER! WE'VE GOT TO STOP THEIR LEADER BEFORE HE GETS AWAY!
WE'RE TOO LATE! HAMMERHEAD'S TAKING OFF INTO THE WILD BLUE YONDER!
HE HAD US WORKING AGAINST EACH OTHER WHILE HE MADE GOOD HIS ESCAPE!
THEN PERHAPS BY WORKING TOGETHER, WE CAN RESCUE MAY PARKER FROM HIS FILTHY CLUTCHES!
WHAT DO YOU SAY, SPIDER-MAN? ARE YOU WILLING TO SET ASIDE OUR PERSONAL ENMITY FOR THE SAKE OF THAT DEAR OLD WOMAN?
OKAY, I'LL WORK WITH YOU, OCTOPUS-- BUT I WON'T SHAKE YOUR HAND!
I'M LIABLE TO CATCH SOMETHING CONTAGIOUS!
I WON'T FORGET THAT INSULT, WALL-CRAWLER!
BUT WE CAN SETTLE OUR DIFFERENCES AFTER WE'VE FREED MAY PARKER!


MEANWHILE, ELSEWHERE...
WORK IS PROGRESSING FAR SWIFTER THAN EXPECTED, MY FRIEND.
I'VE ALREADY REPAIRED THE CORROSION AND WATER DAMAGE, AND THE SPECIAL--AH-- MODIFICATIONS WILL SOON BE COMPLETED!
YOU NEVER STOP WORKING, DO YOU?
IDLE HANDS ARE INDEED THE DEVIL'S WORK-SHOP!
BESIDES, CONSIDERING THE EXTRAORDINARY FEE YOU'RE PAYING ME, WOULD YOU TRULY WANT ME TO STOP?
YOU KNOW YOUR QUARRY FAR BETTER THAN I DO, MY FRIEND.
IT WILL NOT BE EASY TO DEFEAT HIM-- BUT I CAN CAN DO IT IF ANYONE CAN!
THOSE SPECIAL TIRES OF MY OWN DESIGN... THIS ELECTRON GYROSCOPE TO KEEP THE VEHICLE EVER UPRIGHT
TOY, THE ENGINE PLEASE.
THANK YOU, TOY. SET IT ON ITS MOUNTINGS, PLEASE.
A FEW MINUTES LONGER NOW, AND THE JOB WILL BE...
FINISHED, EH? INCREDIBLE! IF I DIDN'T KNOW WHAT YOU HAD DONE TO IT, I WOULD NEVER IMAGINE...
PRECISELY MY INTENTION. AND I ASSURE YOU, ONCE I PUT THIS MACHINE INTO ACTION--
--SPIDER-MAN WILL NEVER BOTHER ANYONE AGAIN!!


THE PRECEDING IS WHAT WE IN THE BUSINESS CALL A TEASER. NOW BACK TO OUR REGULARLY-SCHEDULED STORY...
...AND LET ME FURTHERMORE STATE THAT IF THE PEOPLE OF THIS FAIR CITY CANNOT DISCERN BETWEEN QUALITY AND...
GREAT GADFREY!
IT'S SPIDER-MAN AND DOCTOR OCTOPUS--TOGETHER!
QUICK, MISS PLUMM, CALL THE MAYOR...THE GOVERNOR...THE PRESIDENT!
AND GET ME THE FILES OF OCTOPUS... THE WEB-SLINGER...AND ANYBODY ELSE YOU CAN THINK OF!
THIS IS THE MOST SPECTACULAR STORY OF THE DECADE!
Y-Y-YESSIR, MR. JAMESON!
BUT MOMENTS LATER...
MISS PLUMM, WHAT ARE YOU DOING ON THE PHONE? I TOLD YOU TO GET THOSE FILES!
BUT YOU ALSO TOLD ME TO...
GET ON THE STICK, MISS PLUMM.
YESSIR.
CAN'T THAT MAN EVER MAKE UP HIS MIND? THE GIRLS IN THE STENO POOL WERE RIGHT!
J. JONAH JAMESON REALLY IS THE POOR MAN'S ATTILA THE HUN!
HERE ARE THE FILES YOU ASKED FOR, MR. JAMESON.
FILES? WHAT FILES? I TOLD YOU TO MAKE PHONE CALLS! GET WITH IT, PLUMM. THIS IS A NEWSPAPER, Y'KNOW!
WE CAN'T AFFORD TO CARRY ANY DEAD WEIGHT AROUND HERE!
DEAD WEIGHT?
DEAD WEIGHT??
THAT DOES IT! STICK YOUR FILES AND YOUR PHONE CALLS AND YOUR DEAD WEIGHT IN YOUR EAR, MR. ATTILA!
I QUIT!
I TELL YOU, ROBBIE--YOU JUST CAN'T GET COMPETENT HELP THESE DAYS.
WELL, THAT'S TWO DOWN.


AND WHILE THE DUST SETTLES IN JOLLY JONAH'S OFFICE, LET'S CUT TO A DESERTED ROOFTOP ACROSS TOWN--AND GET BACK TO BUSINESS!
THIS OLD NIGHT CLUB USED TO BE HAMMERHEAD'S HANG-OUT--AND IT LOOKS LIKE THE BUZZARD HAS FLOWN HOME TO ROOST!
I CAN SEE TWO OF HIS MUSCLE-BOYS STANDING GUARD JUST INSIDE THAT DOOR!
THEN WHAT ARE WE WAITING FOR, WALL-CRAWLER?
THE LONGER WE JUST STAND HERE, THE GREATER THE POTENTIAL DANGER TO POOR MAY PARKER!
IT'S FREAKY, THE BOSS SHOWIN' UP ALIVE AFTER ALL THESE MONTHS--Y'KNOW, JAKE?
UH-HUH.
I FIGGERED THAT A-BOMB HAD FINISHED HIM FER KEEPS--
--BUT I GUESS YA JUST CAN'T KEEP A GOOD MUG DOWN!
KNOW WHAT I MEAN, MAX?
MAX?
OH, THERE YA ARE.
WISH YA'D STOP SNEAKIN' AROUND LIKE THAT, BUDDY. YA CAN GIVE A GUY THE...
CRIPES!
SURPRISE, SWEET-UMS!
HOLY BLUE BLAZES! IT'S--SPIDER-MAN!
NOT EXACTLY THE WORLD'S MOST ORIGINAL OPENING LINE, PAL--
POW!
--BUT IT'LL DO!

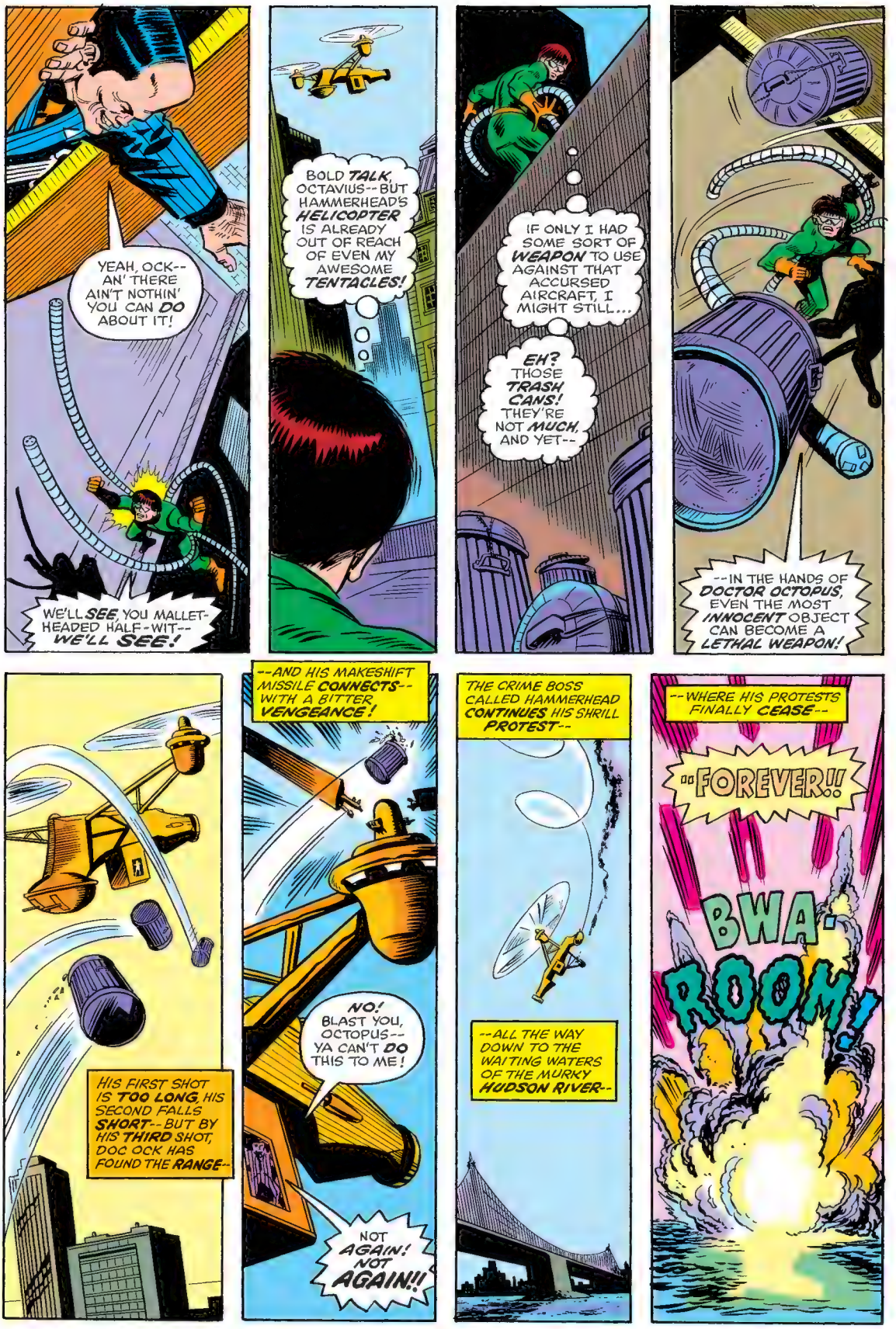
AND SECONDS LATER, INSIDE THE DUST-STREWN BUILDING...
THE SHORTEST WAY TO HAMMERHEAD'S OFFICE IS THRU THIS OLD KITCHEN THAT...
UH-OH, OCKIE. APPEARS SAID KITCHEN ISN'T QUITE AS UNOCCUPIED AS WE THOUGHT!
GRAB YER GUN, BERNIE-- FAST!
YEAH, JOE--THE BOSS'LL SKIN US ALIVE IF THEY GET PAST!
DON'T WORRY ABOUT YOUR METAL-MINDED HEADMAN FLAYING YOU, FOOLS--
--WORRY ABOUT DOCTOR OCTOPUS!!
H-HOLY HANNAH! H-HE PINNED OUR DUDS TO THE WALL!
J-JUST BE THANKFUL THAT'S ALL HE PINNED!
OKAY, CREEPS-- THAT'S AS FAR AS YOU GO!
PUT THEM HANDS WHERE WE CAN SEE 'EM--NOW!
ANYTHING YOU SAY, GUYS--
SPANG!
PLANG!
--BUT JUST REMEMBER YOU ASKED FOR IT!

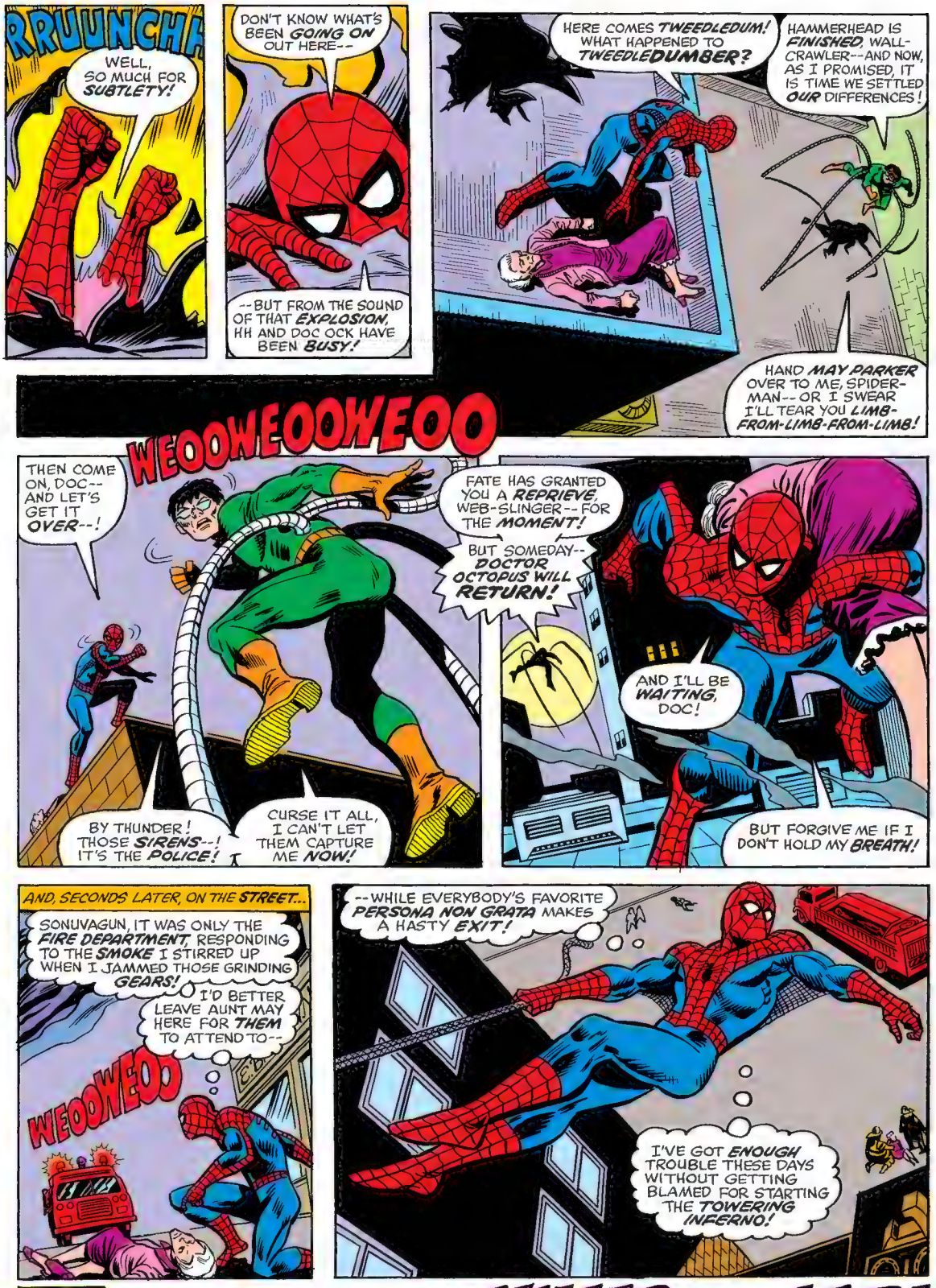
C'MON, LADY--TAKE A SLUG OF THIS! IT'LL CALM YER NERVES!
NEVER! I WOULD SOONER DIE THAN TOUCH THAT VILE DRINK!
I'M WARNIN' YA, SISTER--THAT CAN BE ARRANGED!
MAYBE A GOOD SMACK ACROSS THE CHOPS'LL CHANGE YER...
BAM!
HUH?
GRAB YER CHATTER-GUNS, BOYS--AN' LOCK ALL THE DOORS! WE'RE BEIN' INVADED--
--AND I THINK I KNOW BY WHO!
WELL, DON'T KEEP US IN SUSPENSE, MISTER H--WHO ARE YOU TALKING ABOUT?
OCTOPUS--AND THE WALL-CRAWLER!?!
I WARNED YOU MUGS WHAT WOULD HAPPEN IF YA FOLLOWED ME--
CLIK!
--AND IT'S TIME YA REALIZED HAMMERHEAD ALWAYS KEEPS HIS WORD!
EH? THE WHOLE WALL IS SLIDING UP--
--AND THERE'S A WHOLE SLEW OF GUN-TOTING GANGSTERS BEHIND IT!
AND IT LOOKS LIKE IT'S DITTO FOR THE OPPOSITE WALL AS WELL!
OCKIE OL' BUDDY, I DO BELIEVE WE'RE CAUGHT RIGHT SQUARE IN THE MIDDLE OF YOUR PROVERBIAL CROSSFIRE--!
THE QUESTION, WEB-SLINGER, IS--WHAT DO WE DO ABOUT IT?

WE GET A MOVE ON, DOC--AND FAST!
OR IT'S SWISS CHEESE CITY FOR BOTH OF US!
GIMME THAT GAT, YOU JERK! THOSE PUNKS AIN'T GETTIN' AWAY FROM ME THIS TIME!
I'M GONNA CUT 'EM IN HALF AN' THEN...
AARRGGHH!!
ROTTEN WEB-SLINGER PLUGGED UP THE BARREL-- THE CHATTER-GUN EXPLODED IN MY FACE--!
CONSIDERING YOUR FACE, MALLET-MOUTH-- ANY-THING WOULD BE AN IMPROVEMENT!
HOW'S IT GOING, DOC?
IF YOU HAVE TO ASK, WALL-CRAWLER-- YOU OBVIOUSLY DO NOT KNOW OTTO OCTAVIUS!
DEFEATING THESE MINDLESS DOLTS IS SO SIMPLE, IT'S ALMOST EMBARRASSING!
WHILE DOC OCK KEEPS THOSE CLOWNS BUSY, I'D BETTER FIND SOME WAY TO PROTECT POOR AUNT MAY--
--AND THIS METAL FLOOR SEEMS AS GOOD A WAY AS ANY!
RREENNGCHH
MAYBE YOU CREEPS CAN HANDLE MY MEN, BUT YOU AIN'T GONNA CAPTURE HAMMERHEAD!
CLIK!
WHIRRRRRRRR
IN CASE YOU MUGS'VE FORGOTTEN, THIS ENTIRE OFFICE IS REALLY A REVOLVING TURN-TABLE--

--AN' ONCE IT REACHES THE RIGHT POSITION--
--I'M GETTIN' OUTTA HERE!
CHRASH
YOU'RE NOT GOING ANY-WHERE, CURLY--WITHOUT YOUR NEIGHBORHOOD YOU-KNOW-WHO FOLLOWING RIGHT ON YOUR...
HUH?
HAMMERHEAD MUST'VE TAMPERED WITH THE ACTIVATING MECHANISMS! THE ROOM IS SPINNING OUT OF CONTROL!
--AND THE CENTRIFUGAL FORCE IS KNOCKING EVERY-BODY FOR A L--
OOOOPS!
ANOTHER INCH AND IT WOULD'VE BEEN INSTANT SPIDEY-BURGERS!
NO! HE CAN'T ESCAPE ME NOW!
THIS WINDOW WILL REVOLVE AROUND TO THE PROPER POSITION AGAIN--
--AND THEN NOTHING WILL STOP ME FROM GAINING MY REVENGE!
FORGET HAMMERHEAD, DOC--AND HELP ME STOP THIS RUNAWAY ROOM!
OR WE'LL NEVER GET THESE GOONS OUT OF HERE ALIVE!
THEN LET THEM DIE! THEY DON'T MATTER TO ME! NOTHING MATTERS--
--EXCEPT HAMMER-HEAD!
CAN'T GO AFTER OCTOPUS UNTIL THIS EVER-LOVIN' ROOM STOPS SPINNING--
--AND EVEN MY WALL-CRAWLING ABILITY WON'T STAND AGAINST THIS INCREDIBLE CENTRIFUGAL FORCE MUCH LONGER!
GOTTA KEEP THROWING EVERY-THING I CAN LAY MY HANDS ON DOWN INTO THOSE GEARS--
--TRY TO JAM THEM ENOUGH TO SLOW THEM DOWN BEFORE...
GRUNCH!

THERE YA GO! THAT FINALLY WOUND THE GIZMO DOWN! NOW I'VE GOT TO...
UH-OH. HAMMERHEAD'S JOY-BOYS ARE BACK ON THEIR FEET--
--AND THEY DON'T LOOK PLEASED!
HONESTLY, SOME PEOPLE JUST DON'T KNOW WHEN THEY'RE WELL OFF!
AND WITH THESE CLOWNS OUT OF THE WAY, AUNT MAY WILL BE SAFE HERE WHILE I GO AFTER DOCTOR OCTOPUS AND...
OH, SWELL!
THAT'S THE ONE THING I HADN'T COUNTED ON!
WHEN THE STUPID ROOM STOPPED SPINNING, IT LEFT THE ONLY WINDOW FACING A SOLID BRICK WALL!
AND WHILE THE WEB-SLINGER PONDERS HIS IMPOSING PROBLEM, LET'S CUT TO THE NIGHT CLUB'S ROOF--AND JOIN DR. OTTO OCTAVIUS IN HIS FRENZIED SEARCH FOR...
HAMMERHEAD! WHERE ARE YOU, YOU CRAVEN COWARD? NO MATTER WHERE YOU HIDE, I'LL FIND YOU! I SWEAR I'LL...
WHAT--?!? THE ROOF HAS SUDDENLY STARTED TO MOVE BENEATH MY VERY FEET--!
HAVE TO GET OUT OF THE WAY BEFORE...
BUT THE NOT-SO-GOOD DOCTOR'S ANXIOUS EXCLAMATION IS ABRUPTLY CUT SHORT--
--AS THE TAR-PAPERED ROOFTOP SWINGS WIDE OPEN--
--DEPOSITING THE EIGHT-LIMBED ARCH-VILLAIN RATHER UNCEREMONIOUSLY IN THE ADJOINING ALLEYWAY--
--AND UNLEASHING A CERTAIN MOST UNUSUAL AIRCRAFT WE'VE SEEN A TIME OR TWO BEFORE!
NO! HAMMERHEAD IS MAKING HIS ESCAPE!


YEAH, OCK-- AN' THERE AIN'T NOTHIN' YOU CAN DO ABOUT IT!
WE'LL SEE, YOU MALLET-HEADED HALF-WIT-- WE'LL SEE!
BOLD TALK, OCTAVIUS-- BUT HAMMERHEAD'S HELICOPTER IS ALREADY OUT OF REACH OF EVEN MY AWESOME TENTACLES!
IF ONLY I HAD SOME SORT OF WEAPON TO USE AGAINST THAT ACCURSED AIRCRAFT, I MIGHT STILL...
EH? THOSE TRASH CANS! THEY'RE NOT MUCH, AND YET--
--IN THE HANDS OF DOCTOR OCTOPUS, EVEN THE MOST INNOCENT OBJECT CAN BECOME A LETHAL WEAPON!
HIS FIRST SHOT IS TOO LONG, HIS SECOND FALLS SHORT-- BUT BY HIS THIRD SHOT, DOC OCK HAS FOUND THE RANGE--
--AND HIS MAKESHIFT MISSILE CONNECTS-- WITH A BITTER VENGEANCE!
NO! BLAST YOU, OCTOPUS-- YA CAN'T DO THIS TO ME!
NOT AGAIN! NOT AGAIN!!
THE CRIME BOSS CALLED HAMMERHEAD CONTINUES HIS SHRILL PROTEST--
--ALL THE WAY DOWN TO THE WAITING WATERS OF THE MURKY HUDSON RIVER--
--WHERE HIS PROTESTS FINALLY CEASE--
"FOREVER!!
BWA-ROOM!


RRUUNCH!
WELL, SO MUCH FOR SUBTLETY!
DON'T KNOW WHAT'S BEEN GOING ON OUT HERE--
--BUT FROM THE SOUND OF THAT EXPLOSION, HH AND DOC OCK HAVE BEEN BUSY!
HERE COMES TWEEDLEDUM! WHAT HAPPENED TO TWEEDLEDUMBER?
HAMMERHEAD IS FINISHED, WALL-CRAWLER--AND NOW, AS I PROMISED, IT IS TIME WE SETTLED OUR DIFFERENCES!
HAND MAY PARKER OVER TO ME, SPIDER-MAN--OR I SWEAR I'LL TEAR YOU LIMB-FROM-LIMB-FROM-LIMB!
WEOOWEOOWEOO
THEN COME ON, DOC--AND LET'S GET IT OVER--!
FATE HAS GRANTED YOU A REPRIEVE, WEB-SLINGER--FOR THE MOMENT!
BUT SOMEDAY--DOCTOR OCTOPUS WILL RETURN!
AND I'LL BE WAITING, DOC!
BY THUNDER! THOSE SIRENS--! IT'S THE POLICE!
CURSE IT ALL, I CAN'T LET THEM CAPTURE ME NOW!
BUT FORGIVE ME IF I DON'T HOLD MY BREATH!
AND, SECONDS LATER, ON THE STREET...
SONUVAGUN, IT WAS ONLY THE FIRE DEPARTMENT, RESPONDING TO THE SMOKE I STIRRED UP WHEN I JAMMED THOSE GRINDING GEARS!
I'D BETTER LEAVE AUNT MAY HERE FOR THEM TO ATTEND TO--
WEOOWEOO
--WHILE EVERYBODY'S FAVORITE PERSONA NON GRATA MAKES A HASTY EXIT!
I'VE GOT ENOUGH TROUBLE THESE DAYS WITHOUT GETTING BLAMED FOR STARTING THE TOWERING INFERNO!
NEXT ISSUE:
THE TRIUMPHANT RETURN OF AN ALMOST-FORGOTTEN MENACE IN THE OFF-BEAT ACTION EXTRAVAGANZA WE CALL...
MY KILLER, THE CAR!
BE HERE!

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ALL NEW!
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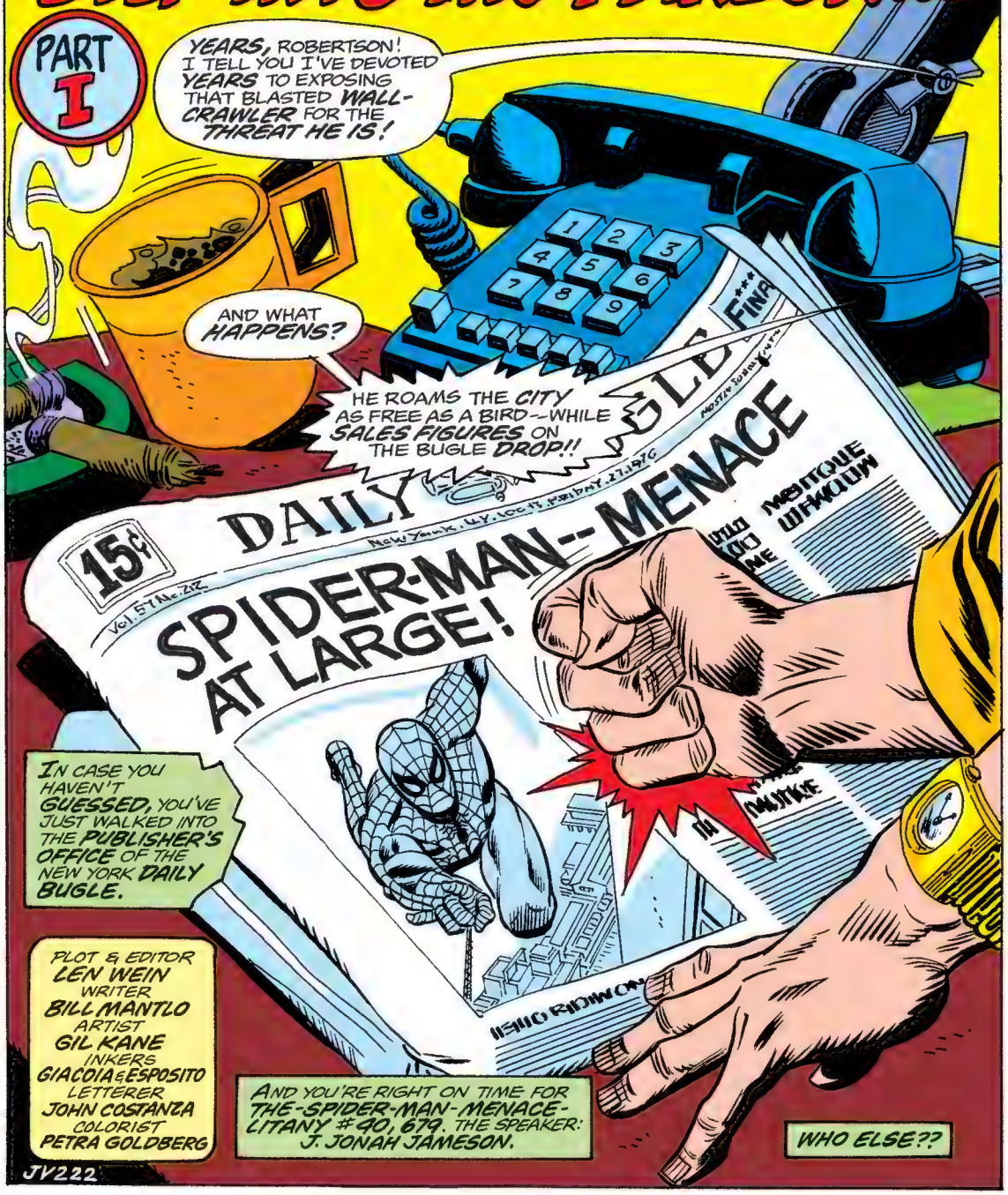
SPIDER-MAN™
APPROVED BY THE COMICS CODE AUTHORITY
DOUBLE-SIZE DYNAMITE!
AS SPIDEY BATTLES THE MOST SENSATIONAL NEW VILLAIN OF ALL -- FOR THE LIFE OF J. JONAH JAMESON!
THEY CALL HIM
THE HUMAN FLY!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

"STEP INTO MY PARLOR..."

PART I

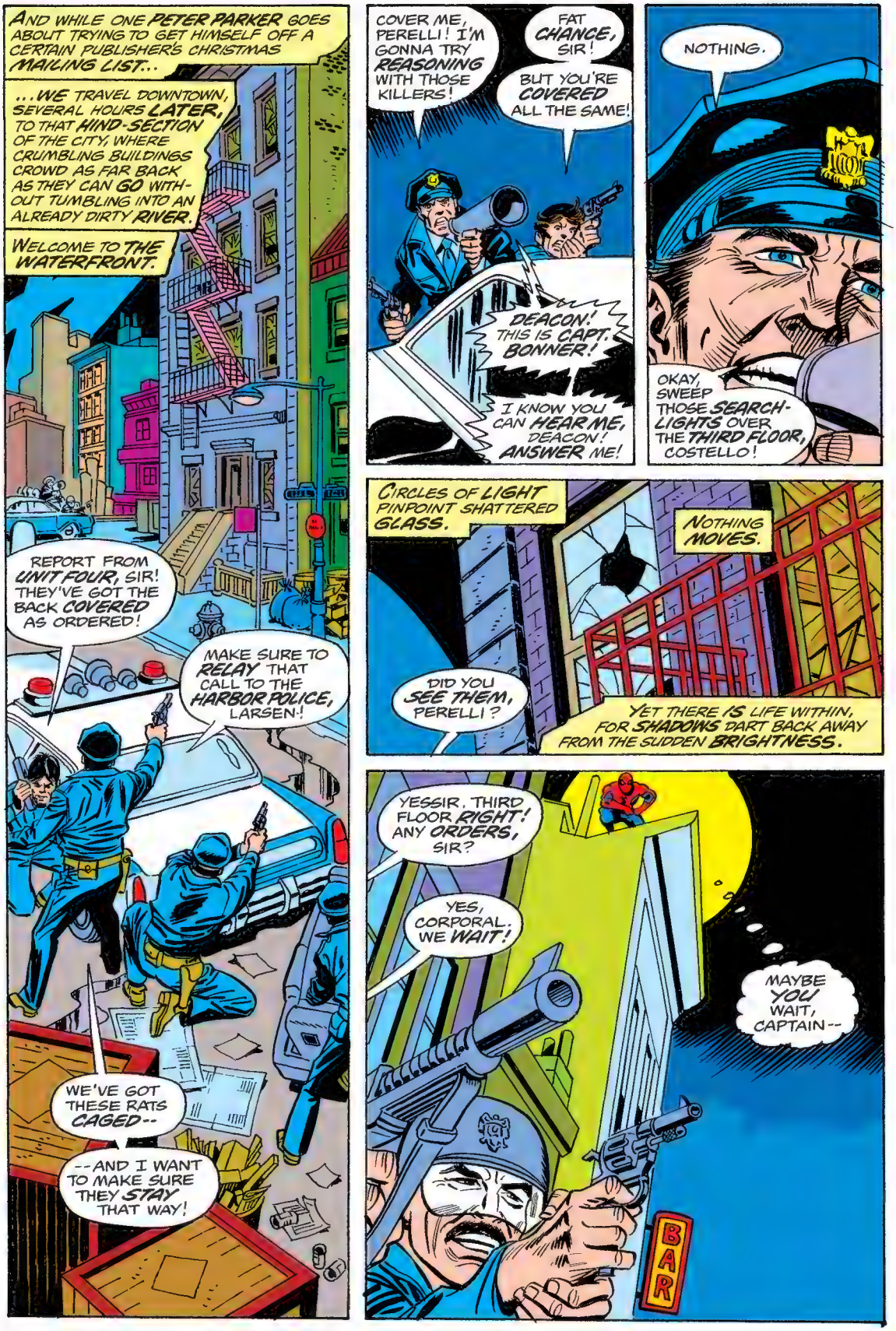

YEARS, ROBERTSON! I TELL YOU I'VE DEVOTED YEARS TO EXPOSING THAT BLASTED WALL-CRAWLER FOR THE THREAT HE IS!
AND WHAT HAPPENS?
HE ROAMS THE CITY AS FREE AS A BIRD--WHILE SALES FIGURES ON THE BUGLE DROP!!
DAILY BUGLE
15¢
SPIDER-MAN--MENACE AT LARGE!
IN CASE YOU HAVEN'T GUESSED, YOU'VE JUST WALKED INTO THE PUBLISHER'S OFFICE OF THE NEW YORK DAILY BUGLE.
AND YOU'RE RIGHT ON TIME FOR THE-SPIDER-MAN-MENACE-LITANY #40,679. THE SPEAKER: J. JONAH JAMESON.
WHO ELSE??

PLOT & EDITOR
LEN WEIN
WRITER
BILL MANTLO
ARTIST
GIL KANE
INKERS
GIACOIA & ESPOSITO
LETTERER
JOHN COSTANZA
COLORIST
PETRA GOLDBERG

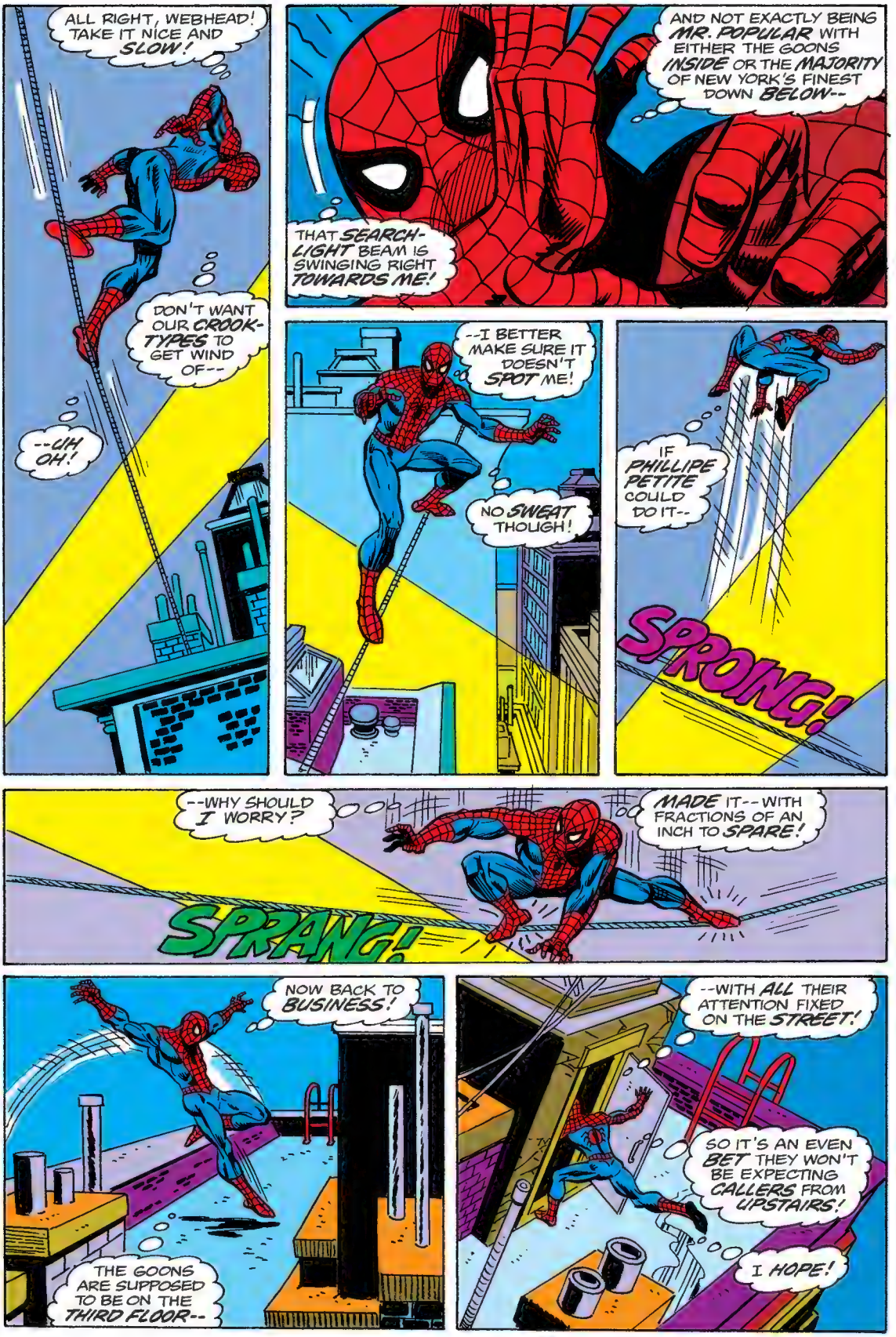
JV222

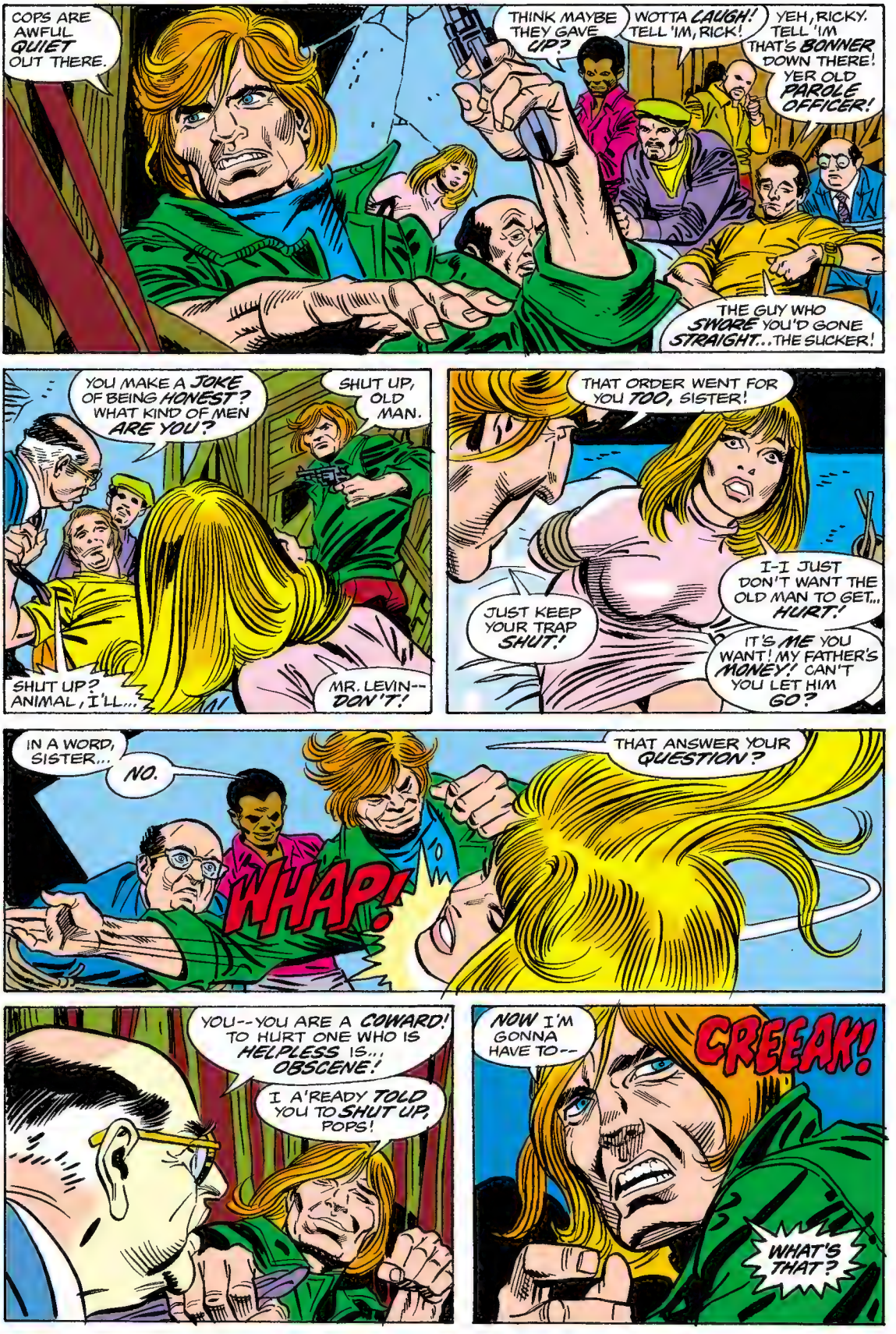
SO TELL ME, MR. CITY EDITOR--WHAT ARE WE DOING WRONG?
WHY DOES A BEST-SELLING NEWSPAPER SUDDENLY FIND ITSELF SCRAMBLING FOR AN AUDIENCE?
WHY??
TIMES CHANGE, JONAH. PEOPLE CHANGE. AND NOW WITH THE GLOBE MAKING A COMEBACK...
THAT RAG!??
IT MAY BE A RAG TO US, JONAH--
--BUT THEY'VE ALREADY SCOOPED US ON THAT WHITE TIGER STORY A WHILE BACK--*
AND THAT NEW PUBLISHER OF THEIRS--THIS K.J. CLAYTON GUY --IS STARTING TO MAKE US LOOK SILLY!
* AS SEEN IN OUR BLACK-AND-WHITE DEADLY HANDS OF KUNG FU #22--L.W.
PUBLISHER!? SILLY??
I WON'T STAND FOR IT, I TELL YOU!
HOW CAN SOMEBODY COME OUT OF NOWHERE AND SUDDENLY BE COMPETITION FOR J. JONAH JAMESON?
BASKET.
I DON'T KNOW JONAH--BUT THIS CLAYTON DUDE HAS!
WELL--WE'LL SEE ABOUT THAT!
HAVE THAT NEW SECRETARY OF MINE GET PARKER FOR ME, AND--
HI, GUYS! SOMEBODY MENTION MY NAME!
YOU'RE GONNA WISH SOMEBODY HADN'T, PETE!
BLAMED RIGHT HE IS! WHERE'VE YOU BEEN, PARKER?
HUH? HOME, BUT--
HOME?? WHAT IN BLAZES WERE YOU DOING THERE??
I WAS SLEEPING, J.J. I USUALLY SLEEP UNTIL ABOUT NINE IN THE MORNING!
YOU DO, EH? WELL THAT STOPS AS OF NOW! THIS IS A NEWSPAPER, PARKER--
--NOT A REST HOME! FROM NOW ON, YOU SLEEP ON YOUR OWN TIME--NOT THE BUGLE'S!
BUT...
TRY COUNTING TO TEN, PETE--SLOWLY!

AND RIDDLE ME THIS, MR. HOTSHOT PHOTOGRAPHER--
--HOW COME THE GLOBE GOT THOSE PHOTOS OF THE WHITE TIGER LAST MONTH?
AND HOW COME THE BUGLE HASN'T GOT TEN ONE SINGLE PICTURE OF SPIDER-MAN OUT OF YOU IN OVER A WEEK?
I'M WAITING, PARKER--
--AND WHATEVER YOU'RE GONNA SAY HAD BETTER BE GOOD!
IT'S NOT MY FAULT I HAVEN'T GIVEN YOU ANY PICTURES LATELY, MR. J!
NO? WHOSE FAULT IS IT THEN?
(ULP) Y-YOURS, SIR.
WHAT??
SURE! DON'T YOU REMEMBER TELLING ME YOU DIDN'T WANT ANY MORE SHOTS OF SPIDEY JUST BEATING UP MUGGERS OR BANK ROBBERS? YOU SAID IT MADE HIM LOOK TOO SYMPATHETIC!
BESIDES--ALL HIS OLD FOES--THE ONES WORTH PHOTOGRAPHING--LIKE THE SHOCKER, THE SANDMAN, THE VULTURE AND THE SCORPION ARE STILL IN JAIL AND--
STOP, PARKER! HOLD IT RIGHT THERE! MY BOY, YOU'VE JUST GIVEN ME THE IDEA OF THE CENTURY!
I DID?
YOU DID! BUT IT TOOK MY INCREDIBLE IMAGINATION TO PERCEIVE THE POSSIBILITIES!
YOU GOING OUT, JJJ?
OF COURSE I'M GOING OUT!
ROBBIE--SEE THAT PETER IS PUT ON THE LIST TO RECIEVE ONE OF THOSE SPECIAL CIGAR-SCENTED CHRISTMAS CARDS I SEND OUT EVERY YEAR!
TAX DEDUCTIBLE, NATURALLY!
SOMETIMES I GET A COLD CHILL UP AND DOWN MY SPINE WHEN HE STARTS ACTING LIKE THAT!
I KNOW WHAT YOU MEAN, ROBBIE!
BELIEVE ME--I KNOW WHAT YOU MEAN!!

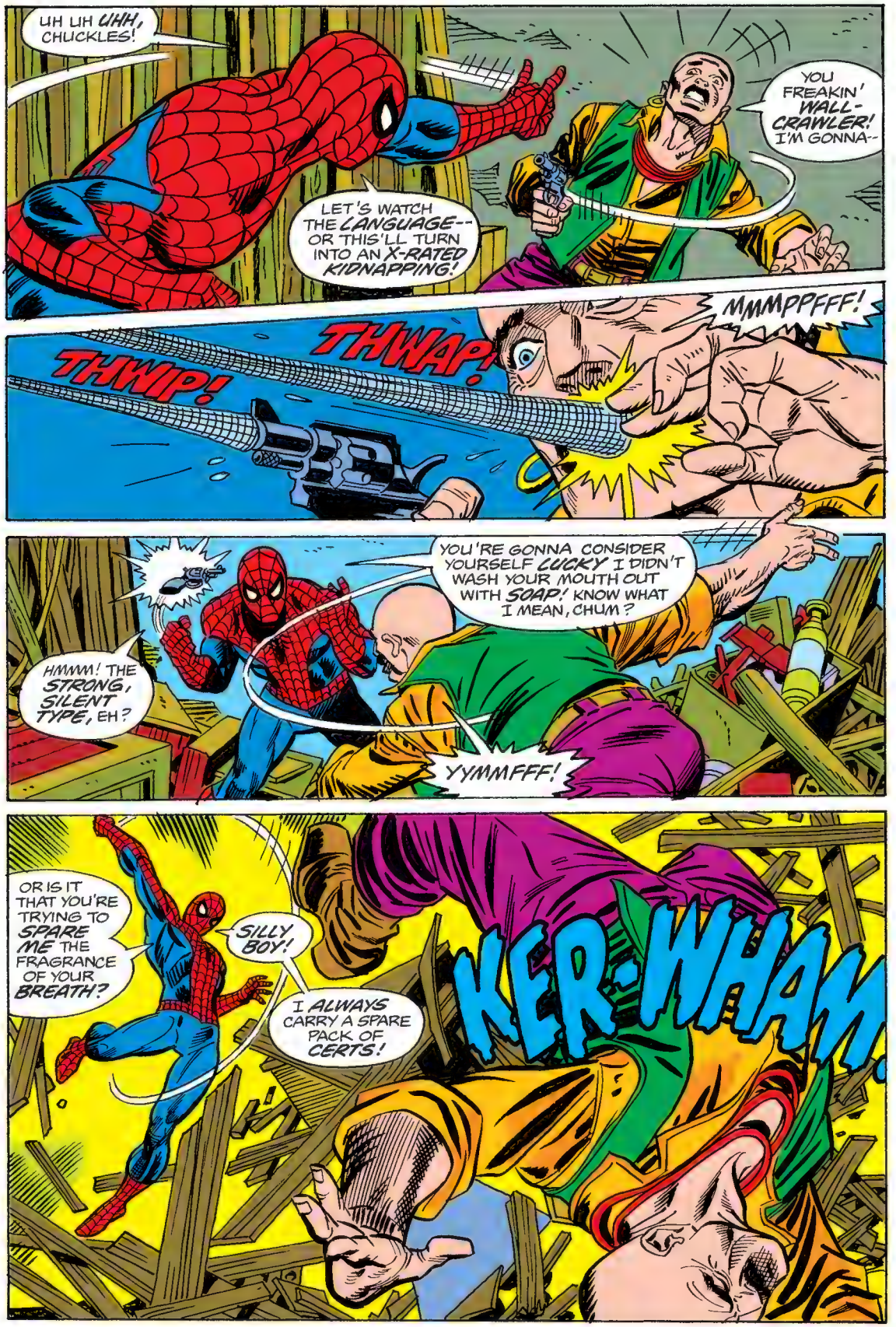

AND WHILE ONE PETER PARKER GOES ABOUT TRYING TO GET HIMSELF OFF A CERTAIN PUBLISHER'S CHRISTMAS MAILING LIST..
...WE TRAVEL DOWNTOWN, SEVERAL HOURS LATER, TO THAT HIND-SECTION OF THE CITY, WHERE CRUMBLING BUILDINGS CROWD AS FAR BACK AS THEY CAN GO WITHOUT TUMBLING INTO AN ALREADY DIRTY RIVER.
WELCOME TO THE WATERFRONT.
REPORT FROM UNIT FOUR, SIR! THEY'VE GOT THE BACK COVERED AS ORDERED!
MAKE SURE TO RELAY THAT CALL TO THE HARBOR POLICE, LARSEN!
WE'VE GOT THESE RATS CAGED--
--AND I WANT TO MAKE SURE THEY STAY THAT WAY!
COVER ME, PERELLI! I'M GONNA TRY REASONING WITH THOSE KILLERS!
FAT CHANCE, SIR!
BUT YOU'RE COVERED ALL THE SAME!
DEACON! THIS IS CAPT. BONNER!
I KNOW YOU CAN HEAR ME, DEACON! ANSWER ME!
NOTHING.
OKAY, SWEEP THOSE SEARCHLIGHTS OVER THE THIRD FLOOR, COSTELLO!
CIRCLES OF LIGHT PINPOINT SHATTERED GLASS.
NOTHING MOVES.
DID YOU SEE THEM, PERELLI?
YET THERE IS LIFE WITHIN, FOR SHADOWS DART BACK AWAY FROM THE SUDDEN BRIGHTNESS.
YESSIR. THIRD FLOOR RIGHT! ANY ORDERS, SIR?
YES, CORPORAL. WE WAIT!
MAYBE YOU WAIT, CAPTAIN--
BAR

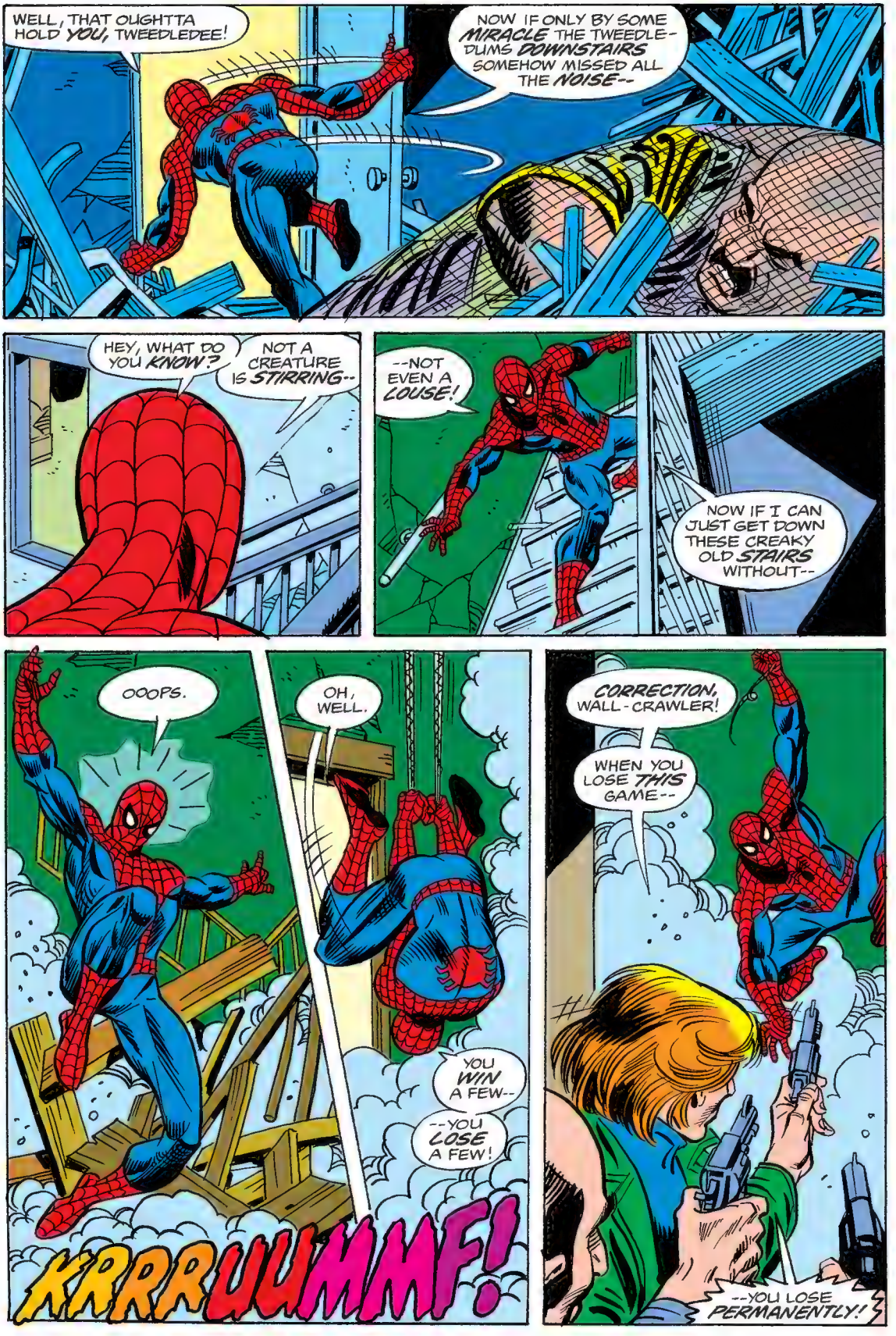
--BUT YOUR ORDERS SURE AS HECK DON'T APPLY TO YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!
NOT A BIT!
I WON'T EVEN BOTHER LOADING MY CAMERA.
JONAH WANTS SNAPSHOTS OF SUPER-VILLAINS-- NOT MEASLY LITTLE KIDNAPPERS!
SHOTS OF ME HELPING THE POLICE WOULD MAKE ME LOOK TOO MUCH LIKE A PUBLIC SERVANT--
I HAVE EARS, WAYNE!
BUT I WANT THE GIRL AND THE OLD MAN BACK ALIVE!
--INSTEAD OF THE VAINGLORIOUS PUBLICITY-SEEKER HE WANTS THE WORLD TO THINK I AM.
NOT AS A PAIR OF CORPSES!
HOW MUCH LONGER DO WE JUST SIT HERE, SIR?
I MEAN, WE HEARD THE GIRL SCREAM A LITTLE WHILE AGO!
I WONDER IF THAT POLICE CAPTAIN IS REALLY AS COOL AS HE'S TRYING TO SOUND--
--OR IF HE'S JUST TRYING TO KEEP DOWN HIS OWN FEAR?
EITHER WAY--HE'S DOING THE ONLY THING HE CAN DO!
WAITING...
THWIP!
...AND PRAYING!
BUT LUCKY FOR HIM HE'S JUST PICKED UP AN ACE IN THIS LITTLE GAME!
THAT LITTLE OL' WEB-SLINGER-- ME!
NOT THAT I LIKE TO TOOT MY OWN HORN, MIND YOU--
BUT WHEN YA GOT IT, BABY--
--ETCETERA!


ALL RIGHT, WEBHEAD! TAKE IT NICE AND SLOW!
DON'T WANT OUR CROOK-TYPES TO GET WIND OF--
--UH OH!
AND NOT EXACTLY BEING MR. POPULAR WITH EITHER THE GOONS INSIDE OR THE MAJORITY OF NEW YORK'S FINEST DOWN BELOW--
THAT SEARCH-LIGHT BEAM IS SWINGING RIGHT TOWARDS ME!
--I BETTER MAKE SURE IT DOESN'T SPOT ME!
NO SWEAT, THOUGH!
IF PHILLIPE PETITE COULD DO IT--
SPRONG!
--WHY SHOULD I WORRY?
MADE IT--WITH FRACTIONS OF AN INCH TO SPARE!
SPRANG!
NOW BACK TO BUSINESS!
THE GOONS ARE SUPPOSED TO BE ON THE THIRD FLOOR--
--WITH ALL THEIR ATTENTION FIXED ON THE STREET!
SO IT'S AN EVEN BET THEY WON'T BE EXPECTING CALLERS FROM UPSTAIRS!
I HOPE!

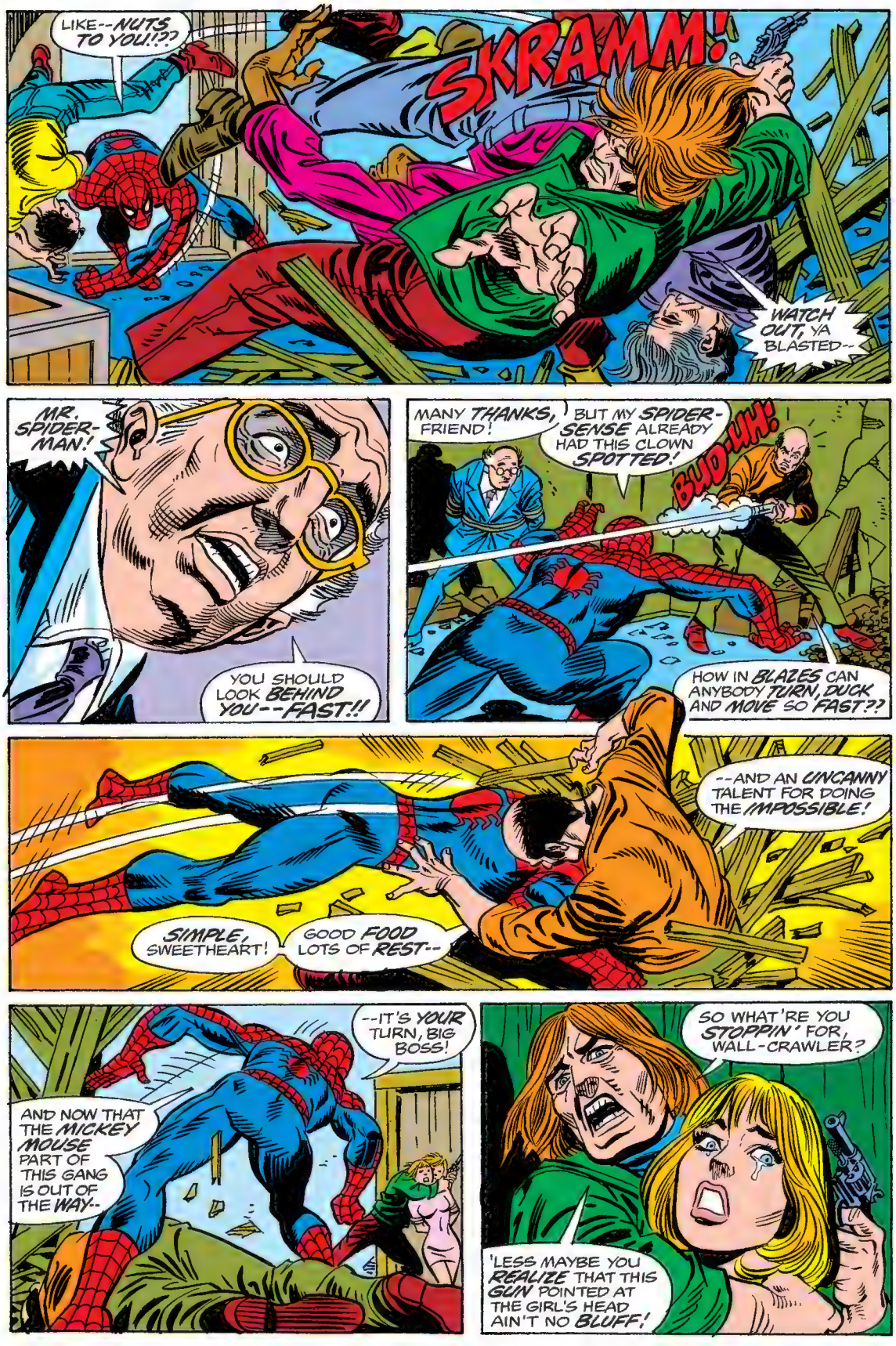

COPS ARE AWFUL QUIET OUT THERE.
THINK MAYBE THEY GAVE UP?
WOTTA LAUGH! TELL 'IM, RICK!
YEH, RICKY. TELL 'IM THAT'S BONNER DOWN THERE! YER OLD PAROLE OFFICER!
THE GUY WHO SWORE YOU'D GONE STRAIGHT...THE SUCKER!
YOU MAKE A JOKE OF BEING HONEST? WHAT KIND OF MEN ARE YOU?
SHUT UP, OLD MAN.
SHUT UP? ANIMAL, I'LL...
MR. LEVIN-- DON'T!
THAT ORDER WENT FOR YOU TOO, SISTER!
I-I JUST DON'T WANT THE OLD MAN TO GET... HURT!
JUST KEEP YOUR TRAP SHUT!
IT'S ME YOU WANT! MY FATHER'S MONEY! CAN'T YOU LET HIM GO?
IN A WORD, SISTER...
NO.
WHAP!
THAT ANSWER YOUR QUESTION?
YOU--YOU ARE A COWARD! TO HURT ONE WHO IS HELPLESS IS... OBSCENE!
I A'READY TOLD YOU TO SHUT UP, POPS!
NOW I'M GONNA HAVE TO--
CREEAK!
WHAT'S THAT?

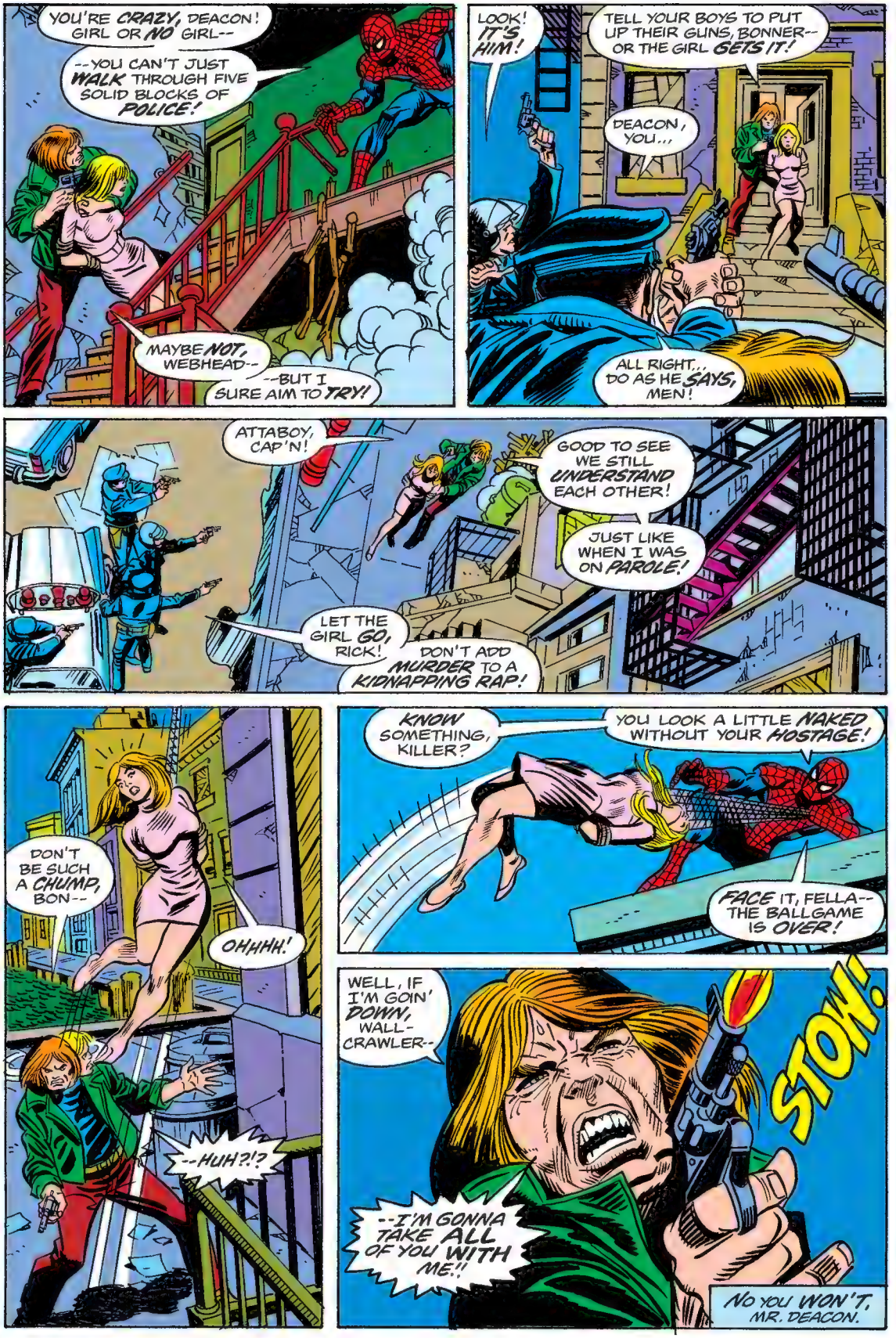
MAYBE A RAT, RICKY?
THESE OLD DUMPS IS CRAWLIN' WITH 'EM!
NO RAT WEARS SIZE 14 SHOES, CHINO.
OKAY, SO MAYBE SOMEBODY SHOULD GO UP AN' SEE!
SO MAYBE YOU JUST GOT ELECTED "SOMEBODY", CHINO.
WHY ME?
'CAUSE MY GUN IS POINTIN' AT YOUR HEAD!
REASON ENOUGH, CHINO?
FOR NOW, MAN!
BUT YOU AIN'T GONNA BE ON TOP FOREVER, DEACON.
REMEMBER THAT!
RICK DEACON SNEERS AND GOES BACK TO HIS CAPTIVES.
BENEATH CHINO'S BOOTED FEET, THE ROTTED PLANKING OF THE ANCIENT STAIRWAY GROANS.
HE CAN'T TELL WHICH SCARES HIM MOST. THE GROANING...
...OR THE POUNDING OF HIS HEART!
ALL RIGHT, WHOEVER YOU ARE!
DON'T MAKE A--
--MOVE?
HEY, NOBODY HERE?
NOPE!
JUST US SPIDER-MEN, UGLY!
SLAM!
AN' WE DON'T TAKE UP MUCH ROOM!
SUNNUVA--!!

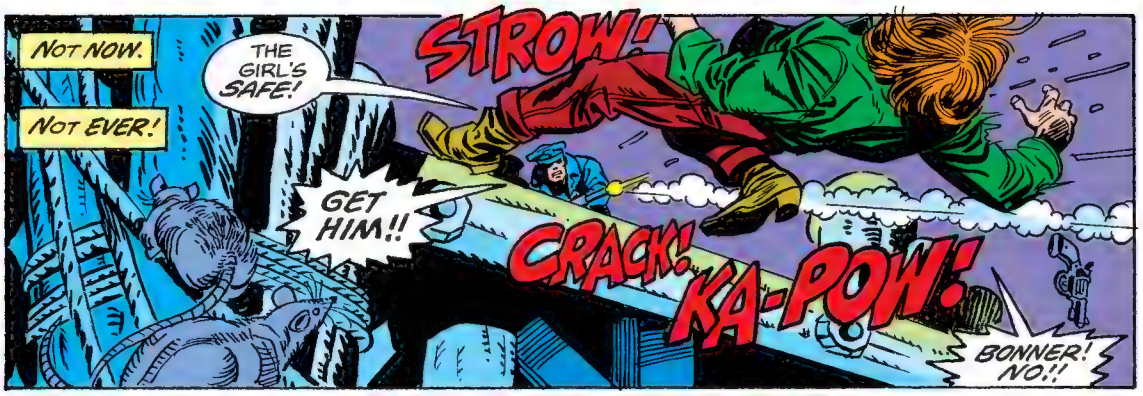

UH UH UHH, CHUCKLES!
LET'S WATCH THE LANGUAGE-- OR THIS'LL TURN INTO AN X-RATED KIDNAPPING!
YOU FREAKIN' WALL-CRAWLER! I'M GONNA--
THWIP!
THWAP!
MMMPPFFF!
HMMM! THE STRONG, SILENT TYPE, EH?
YOU'RE GONNA CONSIDER YOURSELF LUCKY I DIDN'T WASH YOUR MOUTH OUT WITH SOAP! KNOW WHAT I MEAN, CHUM?
YYMMFFF!
OR IS IT THAT YOU'RE TRYING TO SPARE ME THE FRAGRANCE OF YOUR BREATH?
SILLY BOY!
I ALWAYS CARRY A SPARE PACK OF CERTS!
KER-WHAM!


WELL, THAT OUGHTTA HOLD YOU, TWEEDLEDEE!
NOW IF ONLY BY SOME MIRACLE THE TWEEDLE-DUMS DOWNSTAIRS SOMEHOW MISSED ALL THE NOISE--
HEY, WHAT DO YOU KNOW?
NOT A CREATURE IS STIRRING--
--NOT EVEN A LOUSE!
NOW IF I CAN JUST GET DOWN THESE CREAKY OLD STAIRS WITHOUT--
OOOPS.
OH, WELL.
YOU WIN A FEW--
--YOU LOSE A FEW!
KRRRUUMMF!
CORRECTION, WALL-CRAWLER!
WHEN YOU LOSE THIS GAME--
--YOU LOSE PERMANENTLY!

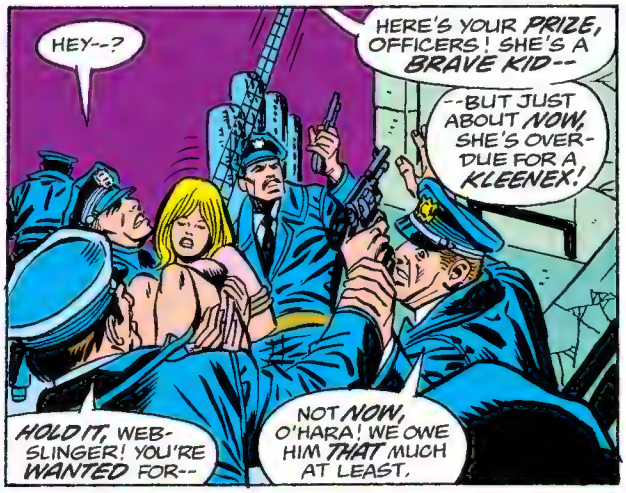
BLAST HIM!!
POW!
POW!
KTOW
YOU GUYS HAVE GOT TO BE KIDDING!
DO YOU HAVE ANY IDEA HOW MANY TIMES I'VE HAD TO GO THROUGH THIS SAME ROUTINE?
THIS WEEK ALONE?
WHAMM!
BAMM!
I MEAN--AFTER A WHILE IT'S JUST LIKE BOWLING!
THWAM
YOU SET 'EM UP--
--I KNOCK 'EM DOWN!
WELL, NOT THIS TIME, YA WEBBED FREAK!
HOLD HIM, ROXY--
--WHILE I DRILL HIM!
HE'S HELD, RICK!
HEY--WAIT! DON'T I GET ANY LAST WORDS?


LIKE--NUTS TO YOU!??
SKRAMM!
WATCH OUT, YA BLASTED--
MR. SPIDER-MAN!
YOU SHOULD LOOK BEHIND YOU--FAST!!
MANY THANKS, FRIEND!
BUT MY SPIDER-SENSE ALREADY HAD THIS CLOWN SPOTTED!
BUD-UH!
HOW IN BLAZES CAN ANYBODY TURN, DUCK AND MOVE SO FAST??
--AND AN UNCANNY TALENT FOR DOING THE IMPOSSIBLE!
SIMPLE, SWEETHEART!
GOOD FOOD LOTS OF REST--
--IT'S YOUR TURN, BIG BOSS!
AND NOW THAT THE MICKEY MOUSE PART OF THIS GANG IS OUT OF THE WAY--
SO WHAT'RE YOU STOPPIN' FOR, WALL-CRAWLER?
'LESS MAYBE YOU REALIZE THAT THIS GUN POINTED AT THE GIRL'S HEAD AIN'T NO BLUFF!


YOU'RE CRAZY, DEACON! GIRL OR NO GIRL--
--YOU CAN'T JUST WALK THROUGH FIVE SOLID BLOCKS OF POLICE!
MAYBE NOT, WEBHEAD--
--BUT I SURE AIM TO TRY!
LOOK! IT'S HIM!
TELL YOUR BOYS TO PUT UP THEIR GUNS, BONNER-- OR THE GIRL GETS IT!
DEACON, YOU...
ALL RIGHT... DO AS HE SAYS, MEN!
ATTABOY, CAP'N!
GOOD TO SEE WE STILL UNDERSTAND EACH OTHER!
JUST LIKE WHEN I WAS ON PAROLE!
LET THE GIRL GO, RICK!
DON'T ADD MURDER TO A KIDNAPPING RAP!
DON'T BE SUCH A CHUMP, BON--
OHHHH!
--HUH?!?
KNOW SOMETHING, KILLER?
YOU LOOK A LITTLE NAKED WITHOUT YOUR HOSTAGE!
FACE IT, FELLA-- THE BALLGAME IS OVER!
WELL, IF I'M GOIN' DOWN, WALL-CRAWLER--
--I'M GONNA TAKE ALL OF YOU WITH ME!!
STOK!
NO YOU WON'T, MR. DEACON.

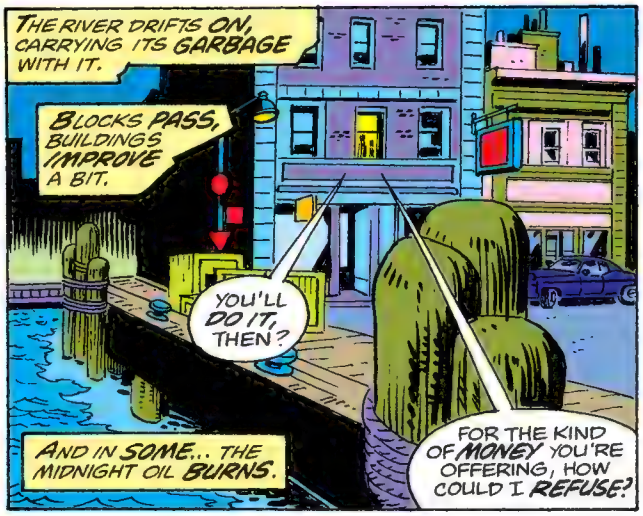

NOT NOW.
NOT EVER!
THE GIRL'S SAFE!
GET HIM!!
STROW!
CRACK!
KA-POW!
BONNER! NO!!

WE GOT HIM, CAPTAIN! NOBODY COULD'VE LIVED THROUGH THAT!
NO. I GUESS... NOT.
I'M SORRY, RICK... FOR BOTH OF US.

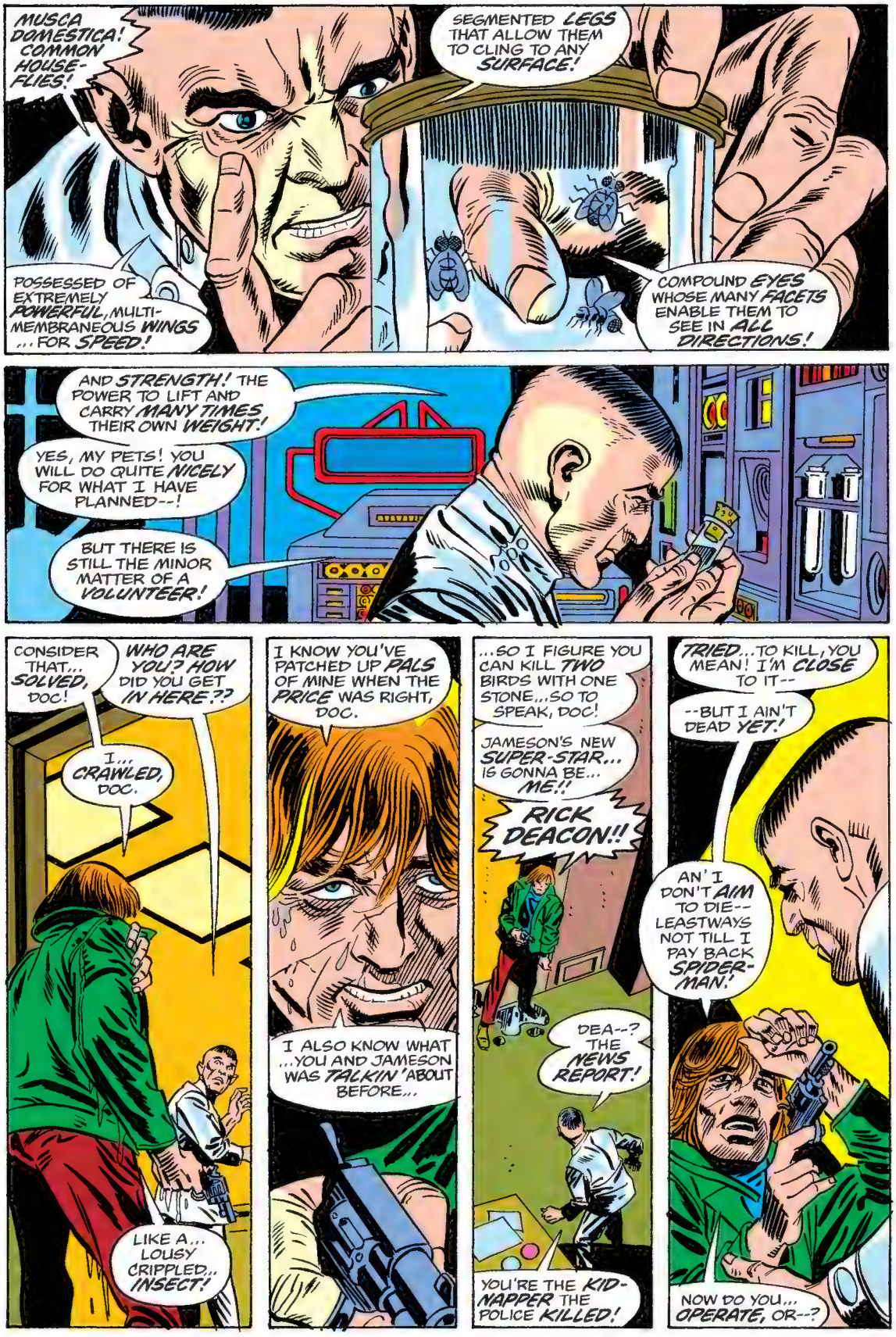

HEY--?
HERE'S YOUR PRIZE, OFFICERS! SHE'S A BRAVE KID--
--BUT JUST ABOUT NOW, SHE'S OVERDUE FOR A KLEENEX!
HOLD IT, WEB-SLINGER! YOU'RE WANTED FOR--
NOT NOW, O'HARA! WE OWE HIM THAT MUCH AT LEAST.

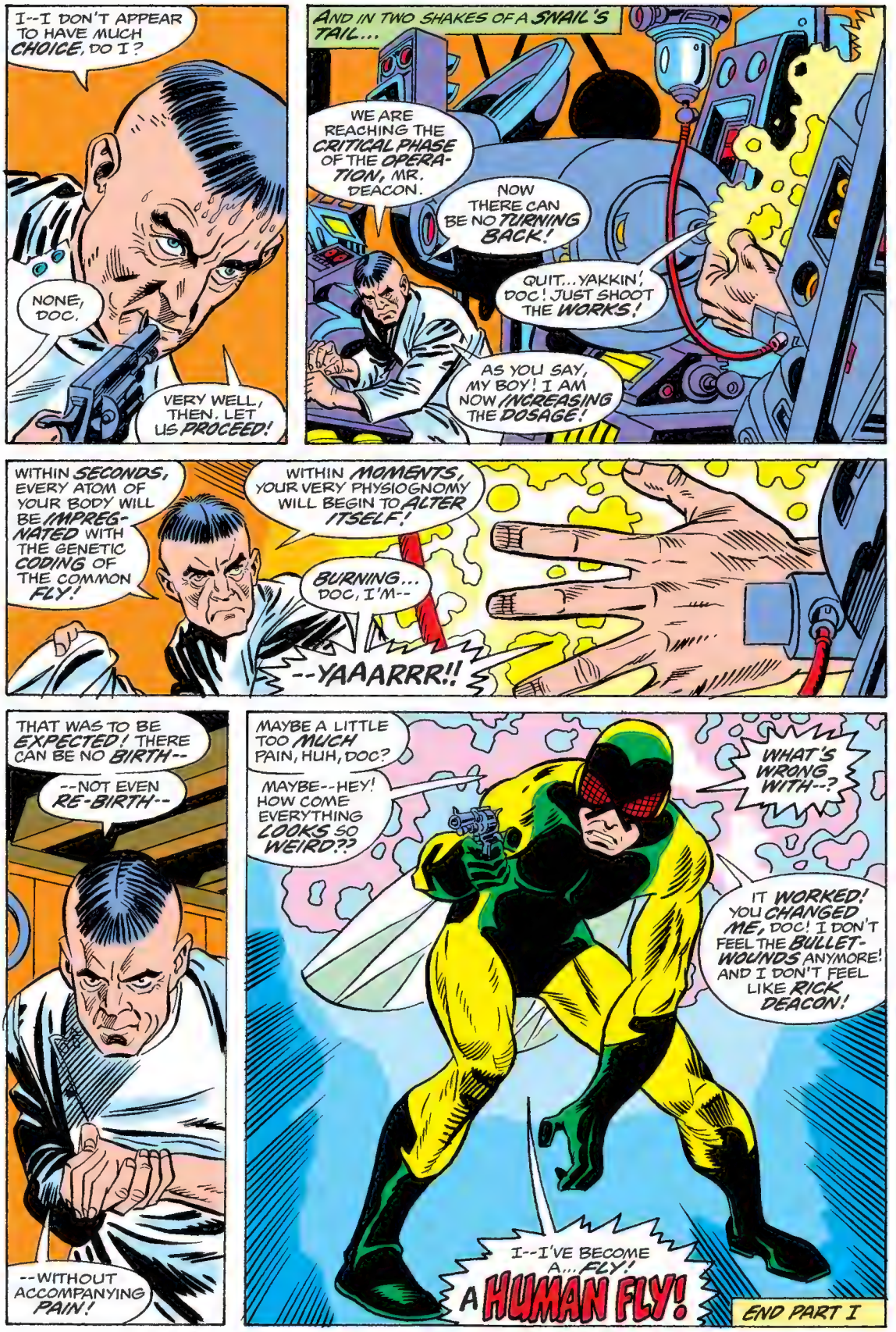
GRACIAS, MI CAPITAN!
UNDER THE METICULOUS EYE OF A GUN-TOTING MR. LEVIN!
GOOD NIGHT, GANG!
YOU'LL FIND THE REST OF THE GANG INSIDE!

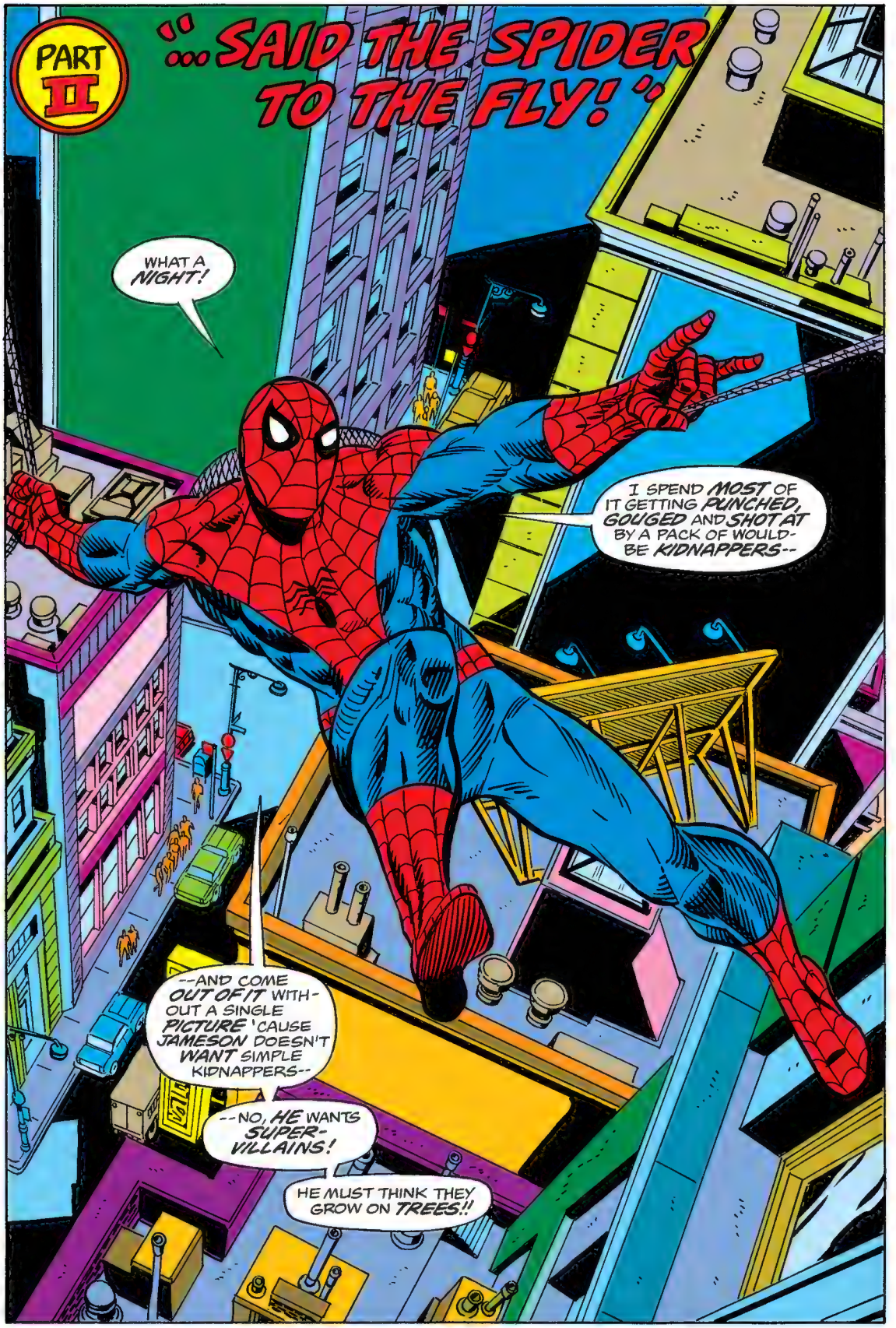
GLAD I COULD HELP!
YOU KNOW-- I'M BEGINNING TO WONDER IF MAYBE I SHOULD SWITCH MY SUBSCRIPTION FROM THE BUGLE--TO THE GLOBE!


THE RIVER DRIFTS ON, CARRYING ITS GARBAGE WITH IT.
BLOCKS PASS, BUILDINGS IMPROVE A BIT.
YOU'LL DO IT, THEN?
AND IN SOME... THE MIDNIGHT OIL BURNS.
FOR THE KIND OF MONEY YOU'RE OFFERING, HOW COULD I REFUSE?

I'D COUNTED ON THAT, DOCTOR-- WHEN AN EMPLOYEE OF MINE GAVE ME THE IDEA IN THE FIRST PLACE!
AND YOU KNEW, NO DOUBT, MR. JAMESON, THAT LIKE MY LATE BROTHER FARLEY--
--DR. HARLAN STILLWELL WOULD BE IN DESPERATE NEED OF FUNDS--TO CARRY OUT MY RESEARCH!
DESPERATE ENOUGH TO DO... ANYTHING!
DON'T BE SO MELODRAMATIC, STILLWELL! I'M NOT ASKING YOU TO DO ANYTHING ILLEGAL!
NO? YOU CAME TO MY BROTHER FARLEY WITH A SIMILAR REQUEST--
--AND THE RESULT WAS THE CREATION OF A DANGEROUS CRIMINAL...
...THE SCORPION!*
*SPIDEY #20. --LEN.
THAT WAS AN ACCIDENT! THEN, AS NOW, I'M LOOKING FOR SOMEONE TO CREATE A SUPER HERO FOR ME!
A FORCE FOR GOOD!
A FORCE THAT WILL RID THIS CITY--AND ME--OF THAT WALL-CRAWLING MENACE, SPIDER-MAN!
YOU KNOW MY PRICE, STILLWELL!
YES, I KNOW YOUR PRICE.
AND I HAVE NO CHOICE BUT TO... AGREE!
GOOD! NOW WHAT I WANT IS A BEING THAT CAN RIVAL ALL OF SPIDER-MAN'S OVER-VAUNTED POWERS!
HIS SPIDER-SENSE! HIS ABILITY TO CLING TO WALLS! HIS SPEED!
HIS SPIDER-STRENGTH!
A TALL ORDER, MR. JAMESON, BUT THERE IS A SCIENTIFIC CORRELATION BETWEEN--
SPARE ME THE DETAILS, DOCTOR!
JUST CALL ME WHEN IT'S DONE!
AND WHEN JOLLY JONAH HAS DEPARTED..
WHAT SUPREME IRONY!
THAT FOOL IS OFFERING ME A FORTUNE--
--NOT REALIZING THAT HIS COMMISSION--
--DOVETAILS COMPLETELY WITH MY OWN WORK--ALREADY IN PROGRESS!
COME, MY BEAUTIES! OUR MOMENT IS UPON US!


MUSCA DOMESTICA! COMMON HOUSE-FLIES!
SEGMENTED LEGS THAT ALLOW THEM TO CLING TO ANY SURFACE!
POSSESSED OF EXTREMELY POWERFUL, MULTI-MEMBRANEOUS WINGS ... FOR SPEED!
COMPOUND EYES WHOSE MANY FACETS ENABLE THEM TO SEE IN ALL DIRECTIONS!
AND STRENGTH! THE POWER TO LIFT AND CARRY MANY TIMES THEIR OWN WEIGHT!
YES, MY PETS! YOU WILL DO QUITE NICELY FOR WHAT I HAVE PLANNED--!
BUT THERE IS STILL THE MINOR MATTER OF A VOLUNTEER!
CONSIDER THAT... SOLVED, DOC!
WHO ARE YOU? HOW DID YOU GET IN HERE??
I... CRAWLED, DOC.
LIKE A... LOUSY CRIPPLED... INSECT!
I KNOW YOU'VE PATCHED UP PALS OF MINE WHEN THE PRICE WAS RIGHT, DOC.
I ALSO KNOW WHAT ...YOU AND JAMESON WAS TALKIN' 'ABOUT BEFORE...
...SO I FIGURE YOU CAN KILL TWO BIRDS WITH ONE STONE... SO TO SPEAK, DOC!
JAMESON'S NEW SUPER-STAR... IS GONNA BE... ME!!
RICK DEACON!!
DEA--? THE NEWS REPORT!
YOU'RE THE KID-NAPPER THE POLICE KILLED!
TRIED... TO KILL, YOU MEAN! I'M CLOSE TO IT--
--BUT I AIN'T DEAD YET!
AN' I DON'T AIM TO DIE-- LEASTWAYS NOT TILL I PAY BACK SPIDER-MAN!
NOW DO YOU... OPERATE, OR--?


I--I DON'T APPEAR TO HAVE MUCH CHOICE, DO I?
NONE, DOC.
VERY WELL, THEN. LET US PROCEED!
AND IN TWO SHAKES OF A SNAIL'S TAIL...
WE ARE REACHING THE CRITICAL PHASE OF THE OPERATION, MR. DEACON.
NOW THERE CAN BE NO TURNING BACK!
QUIT...YAKKIN', DOC! JUST SHOOT THE WORKS!
AS YOU SAY, MY BOY! I AM NOW INCREASING THE DOSAGE!
WITHIN SECONDS, EVERY ATOM OF YOUR BODY WILL BE IMPREGNATED WITH THE GENETIC CODING OF THE COMMON FLY!
WITHIN MOMENTS, YOUR VERY PHYSIOGNOMY WILL BEGIN TO ALTER ITSELF!
BURNING... DOC, I'M--
--YAAARRR!!
THAT WAS TO BE EXPECTED! THERE CAN BE NO BIRTH--
--NOT EVEN RE-BIRTH--
--WITHOUT ACCOMPANYING PAIN!
MAYBE A LITTLE TOO MUCH PAIN, HUH, DOC?
MAYBE--HEY! HOW COME EVERYTHING LOOKS SO WEIRD??
WHAT'S WRONG WITH--?
IT WORKED! YOU CHANGED ME, DOC! I DON'T FEEL THE BULLET-WOUNDS ANYMORE! AND I DON'T FEEL LIKE RICK DEACON!
I--I'VE BECOME A... FLY!
A HUMAN FLY!
END PART I


PART II
"...SAID THE SPIDER TO THE FLY!"
WHAT A NIGHT!
I SPEND MOST OF IT GETTING PUNCHED, GOUGED AND SHOT AT BY A PACK OF WOULD-BE KIDNAPPERS--
--AND COME OUT OF IT WITH-OUT A SINGLE PICTURE 'CAUSE JAMESON DOESN'T WANT SIMPLE KIDNAPPERS--
--NO, HE WANTS SUPER-VILLAINS!
HE MUST THINK THEY GROW ON TREES!!

OH, WELL, I CALLED ROBBIE BEFORE I LEFT MY APARTMENT--
--AND HE SAID JONAH'D PROBABLY BE HAPPY ENOUGH WITH A FEW NEW PRINTS OF SOME OLD FILE SHOTS--
--FOR A SUNDAY SUPPLEMENT RIVALING THE KIND OF THING THE GLOBE'S BEEN DOING LATELY!
SO I GET TO SPEND AN EXCITING NIGHT UNDER A HOT ENLARGER--
--STARTING AT SOME OF THE UGLIEST KISSERS I'VE EVER HAD TO THROW A WEBBED FIST AT--
--AND FOR WHAT?
A MINISCULE PAY-CHECK AND A FEW MORE MINUTES IN THE LIGHT OF JOLLY JONAH'S SMILE!
AND EVERYTIME I ASK MYSELF WAS IT WORTH IT--?
--A LITTLE VOICE INSIDE ME SAYS "NO!"
NOW LET'S FOLLOW A FAST-TRACKING-SHOT DOWN WHERE WE FIND...
YOU FEEL ALL RIGHT, JONAH?
OF COURSE I FEEL ALL RIGHT!
WHY SHOULDN'T I?
NO REASON IN PARTICULAR, JONAH.
IT'S JUST THAT YOUR DOCTOR WARNED YOU TO AVOID LAUGHING WHENEVER POSSIBLE!
SAID IT WAS YOUR WAY OF INTERNALIZING TENSION, DIDN'T HE?
TENSION? WHAT HAVE I GOT TO BE TENSE ABOUT!??
RING!!
BESIDES-- WHAT DO DOCTORS KNOW ABOUT ANYTHING?
WATCH HOW CALMLY I ANSWER THIS CALL!
WHY, I'D BE CALM EVEN IF IT WERE K.J. CLAY--
--WHO??
WHAT? I MEAN--
--NO! THAT IS--
CALM, HUH?
UH--JOE! WOULD YOU CHECK THE COPY ROOM FOR ME? SEE IF THERE'S ANY COPY?
SURE, JONAH, DON'T LAUGH WHILE I'M GONE.

BLAST IT, STILLWELL!
I TOLD YOU NEVER TO CALL ME AT THE OFFICE!
I--I'M...SORRY, MR. JAMESON--BUT SOMETHING'S COME UP!
SOMETHING WE HADN'T... COUNTED ON!
YOU'D BETTER HURRY OVER!
THAT'S ENOUGH, DOC. HANG IT UP!
COPY ROOM'S STILL THERE, JONAH.
WHAT? WHAT ARE YOU TALKING--?
OH!
HEH, HEH! SILLY OF ME TO FORGET! WELL--HAVE TO RUN!
YOU'RE LAUGHING AGAIN, JONAH!
HERE'S THOSE PHOTOS ROBBIE SAID YOU WANTED, MR. J! ALL OF SPIDEY'S MOST FEARSOME VILL--
SELL 'EM TO THE GLOBE, PARKER!
DO WHATEVER YOU WANT WITH THEM!
YOU CAN EAT THEM FOR ALL I CARE!
HUH?
DON'T WORRY ABOUT IT, PETE!
JUST SUBMIT A VOUCHER AND I'M SURE JONAH WILL OKAY IT--
--ONCE HE REGAINS HIS SANITY!
YOU MEAN HE IS ACTING CRAZY? I'M NOT IMAGINING THINGS?
IF YOU ARE, IT'S A DOUBLE HALLUCINATION--AND I'M STUCK IN IT WITH YOU!
CABBIE! SOUTH AND FULTON STREETS!
NO PARKING
ON THE DOUBLE!
SURE THING, POPS! HOP RIGHT IN!

HERE WE ARE, GRAN'PA-- IN TWO SHAKES OF--
--HEY! I CAN'T BREAK A TWENTY!!
KEEP THE CHANGE!
AND DON'T BOTHER WAITING!
FUNNY! THERE WAS NO ANSWER WHEN I RANG THE BELL--
--AND THE DOWNSTAIRS DOOR WAS LEFT OPEN!
STILLWELL DIDN'T SEEM SO CARELESS WHEN FIRST WE SPOKE!
BUT THEN AGAIN, WHO CAN TELL WITH THESE CRACKPOT SCIENTIST-TYPES?
STILLWELL? ARE YOU HERE?
IT'S ME-- JAMESON!
NOTHING.
EXCEPT THAT INFERNAL BUZZING FROM THOSE BOTTLED FLIES!
BOTTLED FLIES? THAT'S ODD!
WHY DIDN'T I NOTICE THEM WHEN I WAS HERE BE--
--OH... MY... LORD!!
DR. HARLAN STILLWELL: DECEASED.
CAUSE OF DEATH: A SMALL HOLE ABOUT THE SIZE OF A NICKEL DIRECTLY THRU THE LEFT VENTRICLE OF THE HEART!
CAUSE OF THE SMALL HOLE: A BULLET!

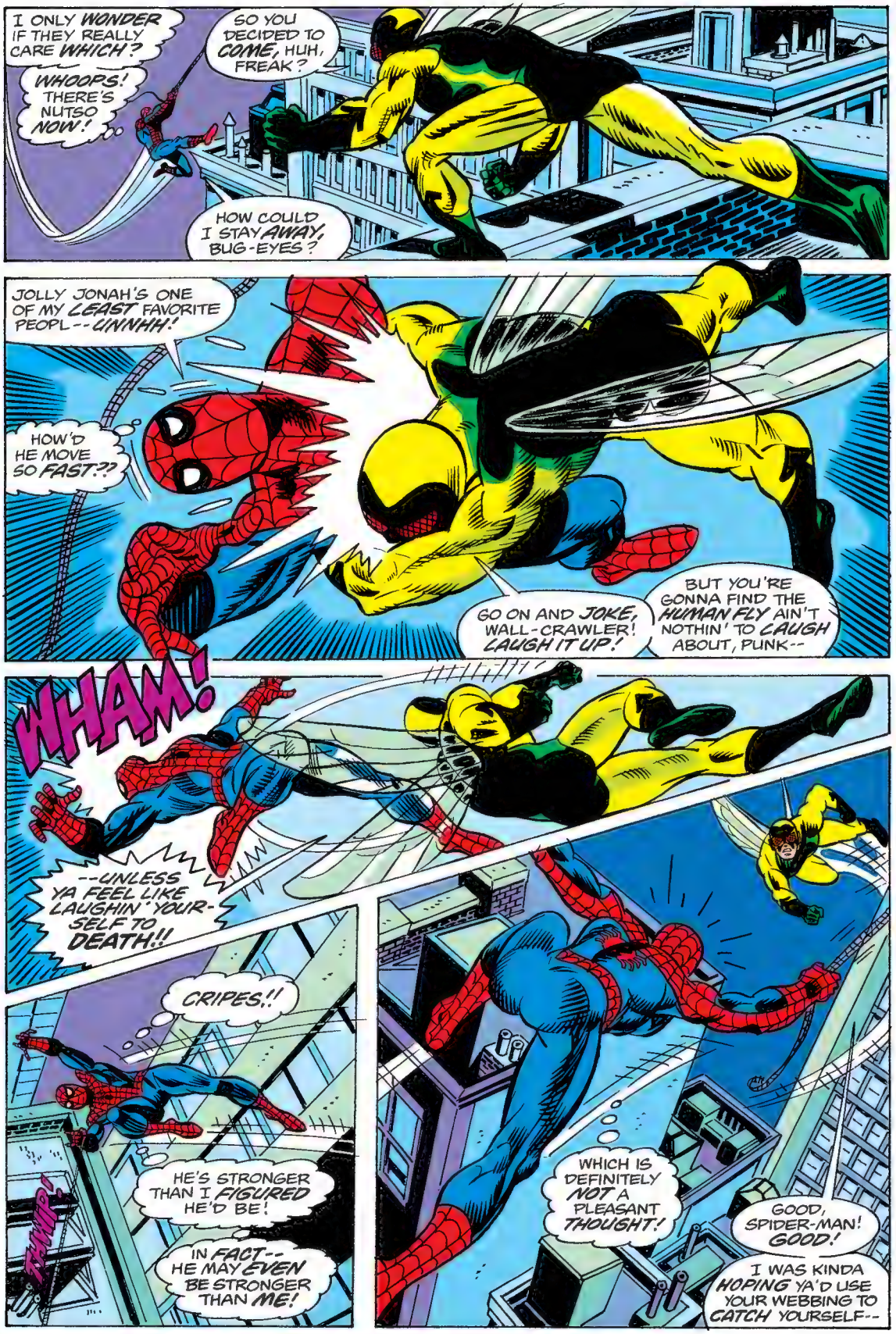
HE'S BEEN SHOT!
BUT WHO--??
NO! THAT'S NOT IMPORTANT!
WHAT IS IMPORTANT IS THAT NOBODY MUST KNOW THAT I HAD ANYTHING TO DO WITH HIM!
AFTER ALL... I'M J. JONAH JAMESON!
A SCANDAL LIKE THIS WOULD RUIN ME!
THINK HUMANITARIAN, JONAH! IF YOU GO--
--THEN THE BUGLE GOES WITH YOU!
THINK OF ALL THOSE HUNGRY WORKERS! POOR PARKER TRYING TO SUPPORT HIS SICK AUNT!
THANK GOD SOME OF US ARE ABLE TO SEE OUR TRUE COURSE OF ACTION SO CLEARLY!
BLAST--THERE'S THAT BUZZING AGAIN...
ZZZZZZ
NO PARKING
...GETTING LOUDER...
...ALMOST AS IF IT'S FOLLOWING ME OUT INTO THE STREET!
AND YOU KNOW SOMETHING, JAMESON? IT IS!
ZZZZZZ
YYHAAA!!
HA HA HA
WHO ARE YOU? KEEP AWAY FROM ME!!

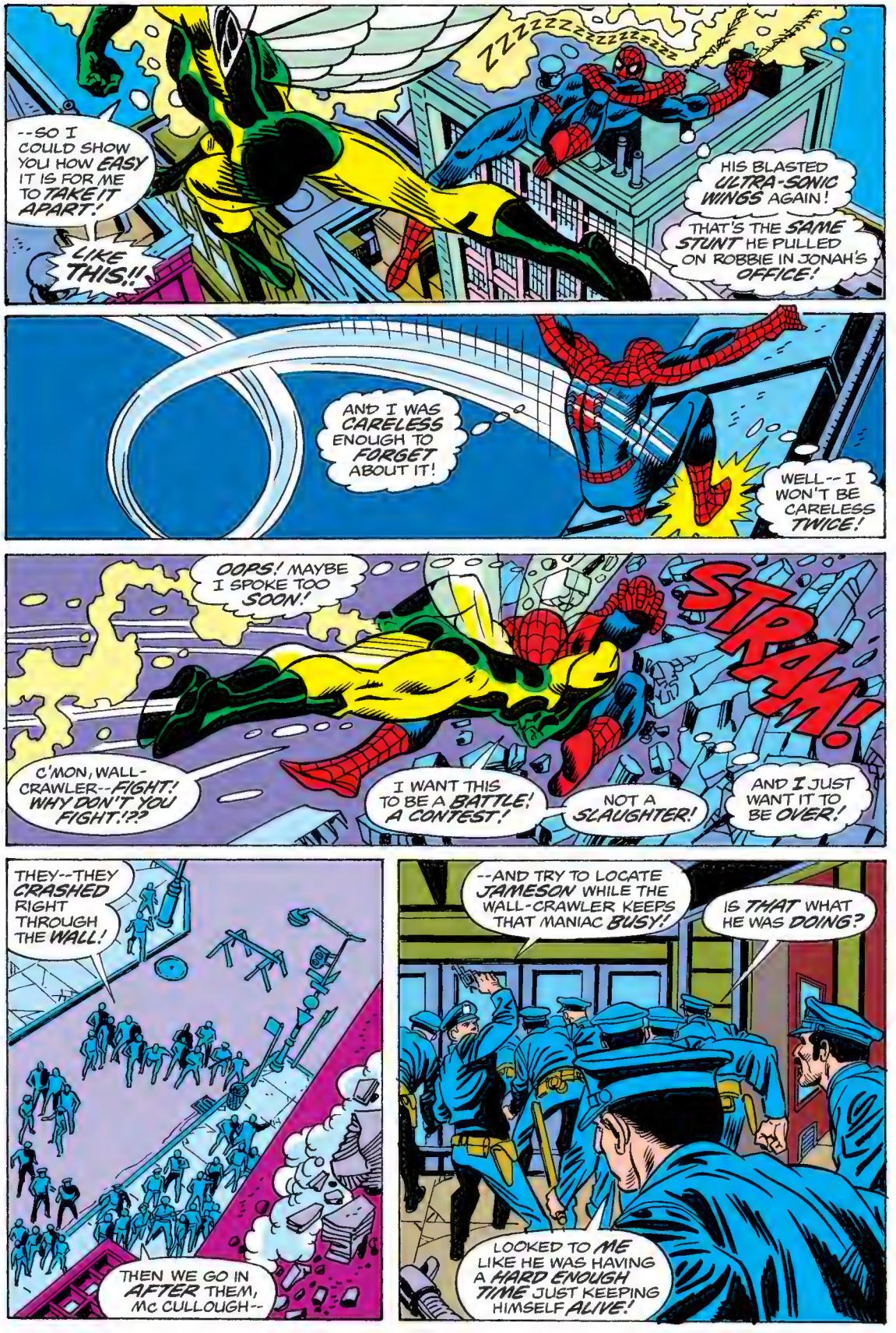
NOW IS THAT ANY WAY TO TALK TO YOUR OWN CREATION, JAMESON?
OR SHOULD I CALL YOU... "DAD?"
NO ANSWER? TOO BAD.
BUT THEN, WE'LL HAVE SO MUCH TIME TO TALK ABOUT IT--LATER!
ZZZ

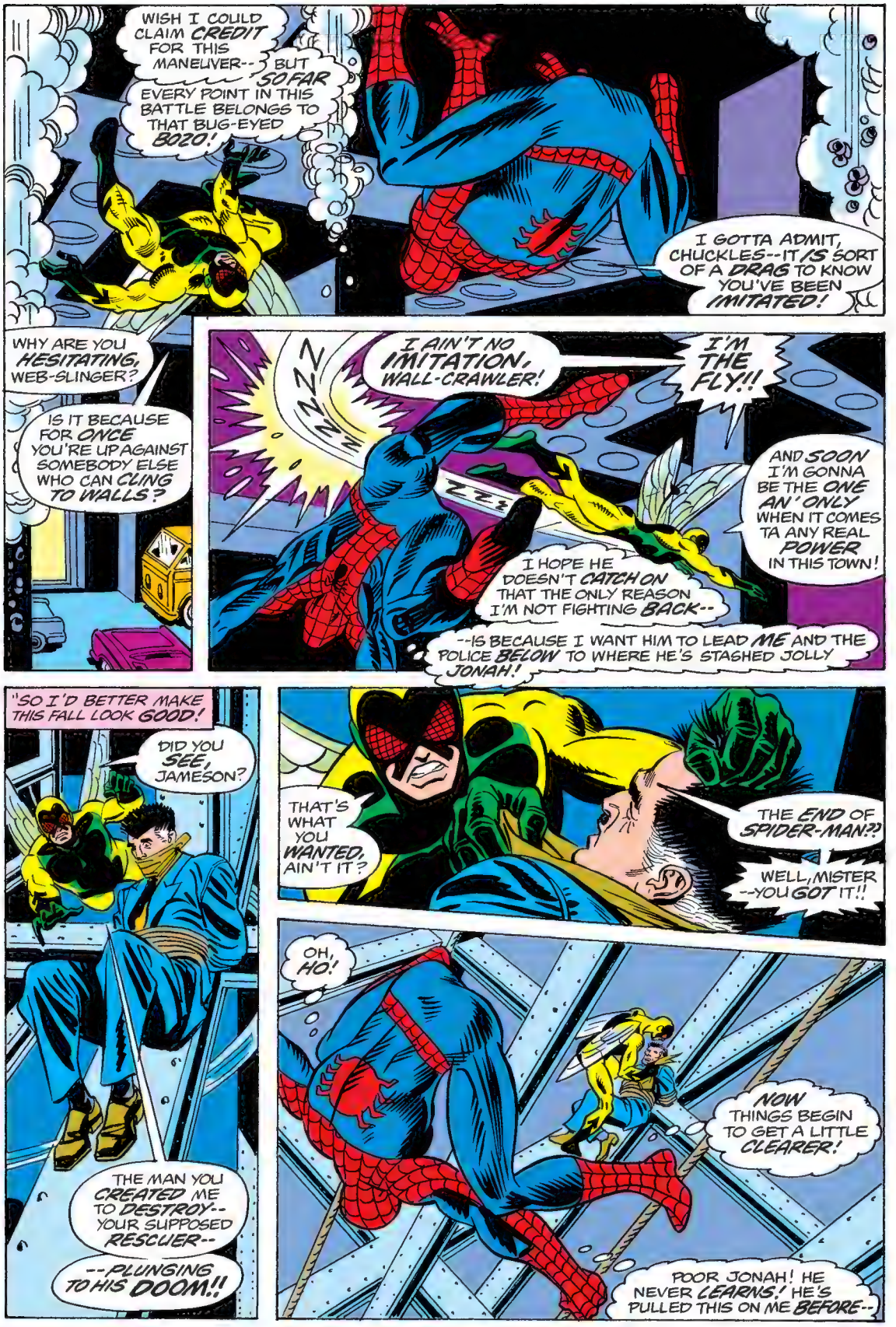
WHO IN BLAZES--?
STAY BACK, PETE! LET ME HANDLE THIS!
ROBBIE-- DON'T! YOU'RE NO SPIDER-MAN!
NEITHER ARE YOU, MR. PARKER!
YOU HAVEN'T GOT A PRAYER, DOPE!
NOT WHEN JUST BY BEATING MY WINGS--
--I CAN CREATE AN ULTRA-SONIC BACKLASH THAT'LL TOSS YOU CLEAR OUTTA MY LIFE!
ZZZZZZZZZZZZZZZ
ROBBIE!!
YOU GONNA LISTEN, MAN-- OR YOU WANNA TRY AGAIN?
I KNOW WHEN I'M LICKED, MISTER!
SAY YOUR PIECE!
ALL RIGHT! NOW DIG THIS!
I GOT LAUGHIN'-BOY JAMESON-- YOUR PEERLESS PUBLISHER-- AN' I PLAN ON KEEPIN' HIM UNTIL I GET WHAT I WANT!
WHICH IS...?
A CRACK AT SPIDER-MAN! A CHANCE TO COLLECT ON A DEBT HE OWES ME!
A CHANCE FOR THE HUMAN FLY TO SHOW YA ALL WHO'S TOP BANANA IN THIS TOWN!

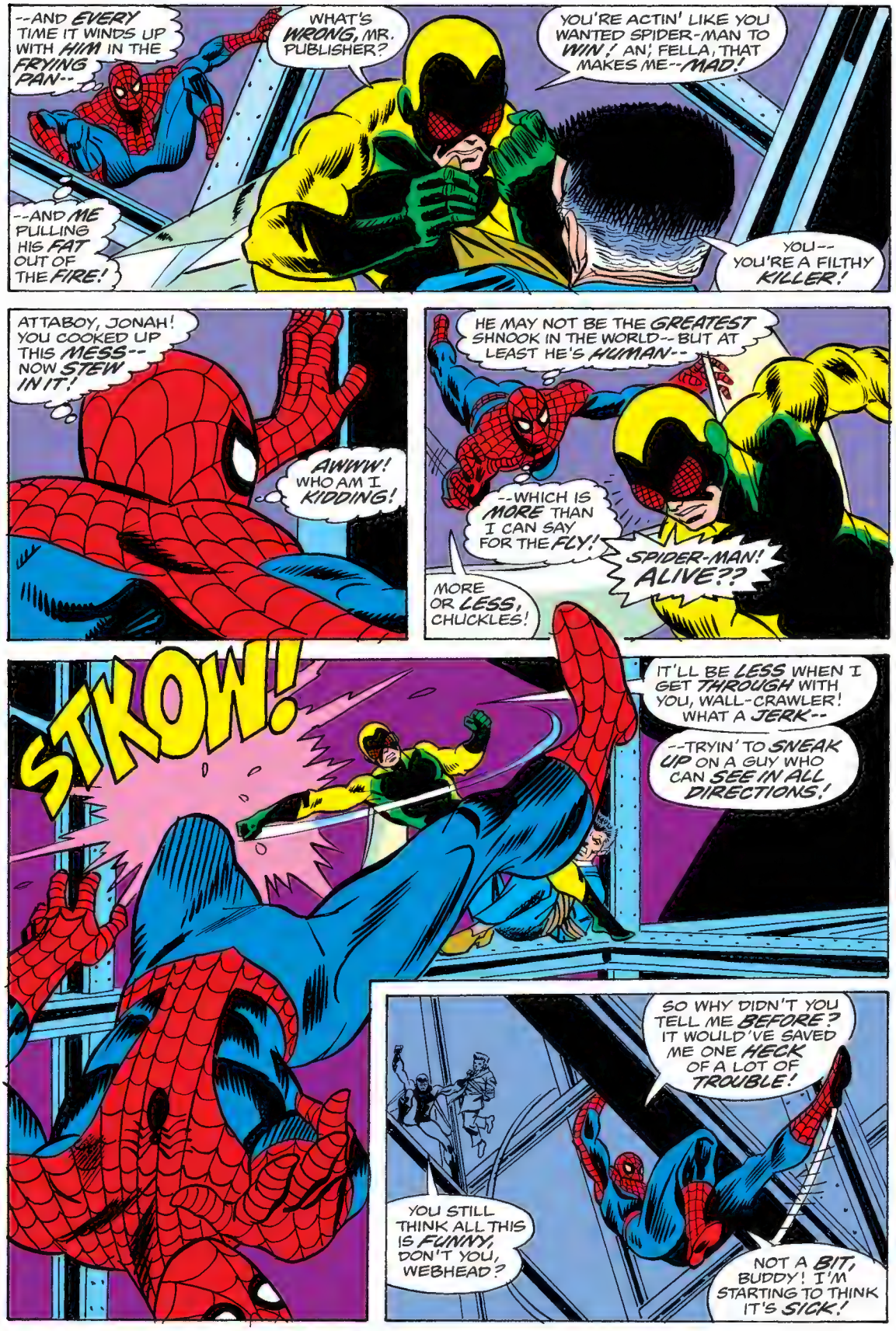
SO WHAT DO YOU WANT FROM THE BUGLE?
DON'T PLAY DUMB, MAN--NOT WITH JAMESON'S LIVER ON THE LINE!
YOU GET SPIDER-MAN FOR ME! AND THE PRESS AND THE TV GUYS--AND HAVE 'EM AT THE COLOSSEUM AT MIDNIGHT TONIGHT!
I'LL TAKE CARE OF THE REST!
YOU'RE ASKING ME TO BE A JUDAS GOAT, FLY--TRADING ONE LIFE FOR ANOTHER!
THAT'S YOUR PROBLEM, NEWSMAN!
ALL I WANT IS SPIDER-MAN!
IT'S HIS LIFE OR JAMESON'S, JACK--
--AN' IT'S UP TO YOU TO DECIDE!
GONE! DO YOU THINK IT WAS A--
--BLUFF? NOT A CHANCE, ROBBIE! WE'VE GOT TO DO AS HE SAYS!
YEAH. I GOT THE SAME SORRY FEELING!
YOU JUST WORRY ABOUT JONAH, ROBBIE! THE WEB-SLINGER CAN TAKE CARE OF HIMSELF!
BESIDES--I RECOGNIZED THE FLY'S VOICE! IT'S THE SAME AS THAT KIDNAPPER WHO PLUNGED INTO THE RIVER EARLIER TONIGHT!
WHICH MAKES THIS A KIND OF PERSONAL FIGHT--BETWEEN SPIDER-MAN AND THE FLY!

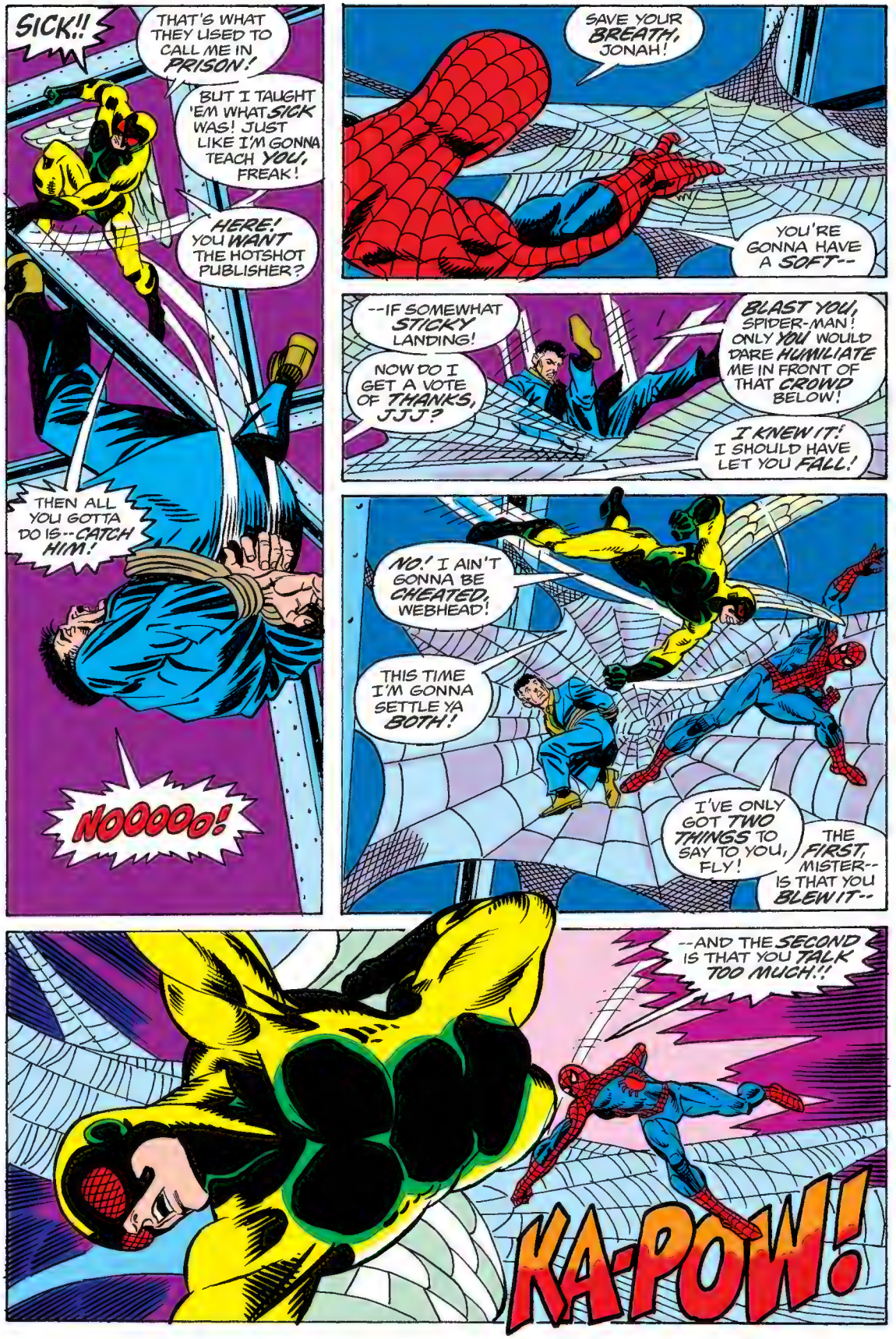
THE TIME: FIVE MINUTES TO TWELVE.
THE PLACE: THE SOUTH SIDE OF 57TH STREET AND COLUMBUS CIRCLE, IN FRONT OF THAT EDIFICE KNOWN TO CONVENTIONEERS AS--THE NEW YORK COLOSSEUM!
THE MOOD: LIKE THAT OF A CIRCUS CROWD WATCHING AN ACROBAT THEY'VE ALL COME TO SEE--HOPING THAT HE'LL FALL!
YOU THINK THEY'LL REALLY SHOW UP?
THEY'D BETTER! I'VE GOT TWENTY BUCKS RIDING ON IT!
THIS HAS BEEN THE ONLY STORY ON EVERY CHANNEL SINCE THE NEWS BROKE!
I'M ONLY HERE BECAUSE THEY CANCELLED 'ALL IN THE FAMILY!'
WHY WOULD THE WALL-CRAWLER RISK HIS NECK TO SAVE JAMESON? ESPECIALLY AFTER ALL THE TIMES THE BUGLE'S ATTACKED HIM?
DID YOU HEAR ABOUT THAT KIDNAPPING SPIDEY HELPED BREAK UP, O'REILLY?
I TELL YA THERE'S MORE TO THAT FELLA THAN MEETS THE EYE!
YOU TAKE MY WORD FOR IT! SPIDER-MAN'LL BE--
HUH?
LOOK! WHAT'D I TELL YOU, O'REILLY?
HE'S HERE! SPIDER-MAN IS HERE!!
THE TIME: TWO MINUTES TO TWELVE.
SWELL.
LOOKS LIKE THE WHOLE CITY TURNED OUT TO WATCH EITHER ME OR THE FLY GET CREAMED!

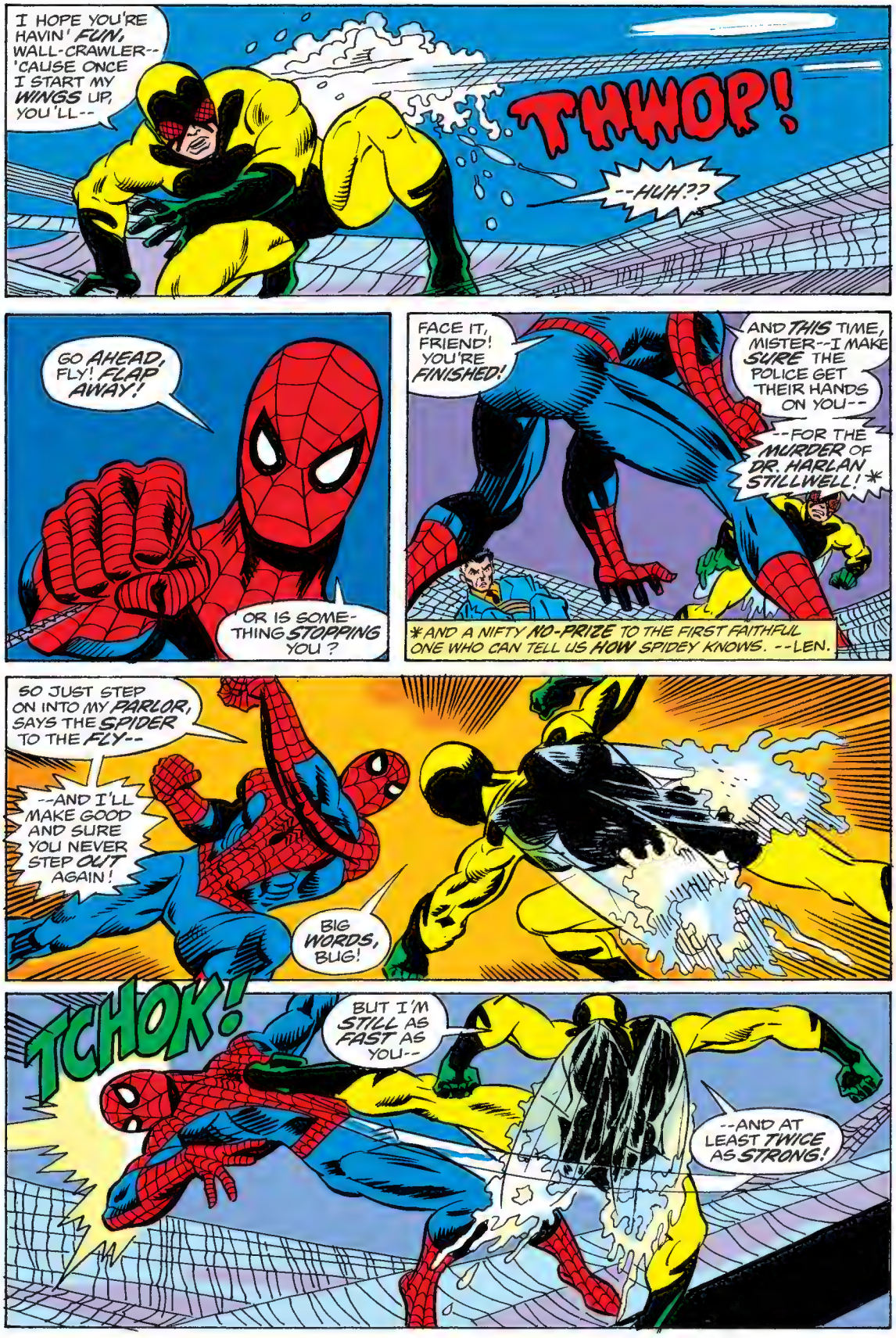

I ONLY WONDER IF THEY REALLY CARE WHICH?
WHOOPS! THERE'S NUTSO NOW!
SO YOU DECIDED TO COME, HUH, FREAK?
HOW COULD I STAY AWAY, BUG-EYES?
JOLLY JONAH'S ONE OF MY LEAST FAVORITE PEOPL--UNNHH!
HOW'D HE MOVE SO FAST??
GO ON AND JOKE, WALL-CRAWLER! LAUGH IT UP!
BUT YOU'RE GONNA FIND THE HUMAN FLY AIN'T NOTHIN' TO LAUGH ABOUT, PUNK--
WHAM!
--UNLESS YA FEEL LIKE LAUGHIN' YOURSELF TO DEATH!!
CRIPES!!
HE'S STRONGER THAN I FIGURED HE'D BE!
IN FACT--HE MAY EVEN BE STRONGER THAN ME!
THWIP!
WHICH IS DEFINITELY NOT A PLEASANT THOUGHT!
GOOD, SPIDER-MAN! GOOD!
I WAS KINDA HOPING YA'D USE YOUR WEBBING TO CATCH YOURSELF--

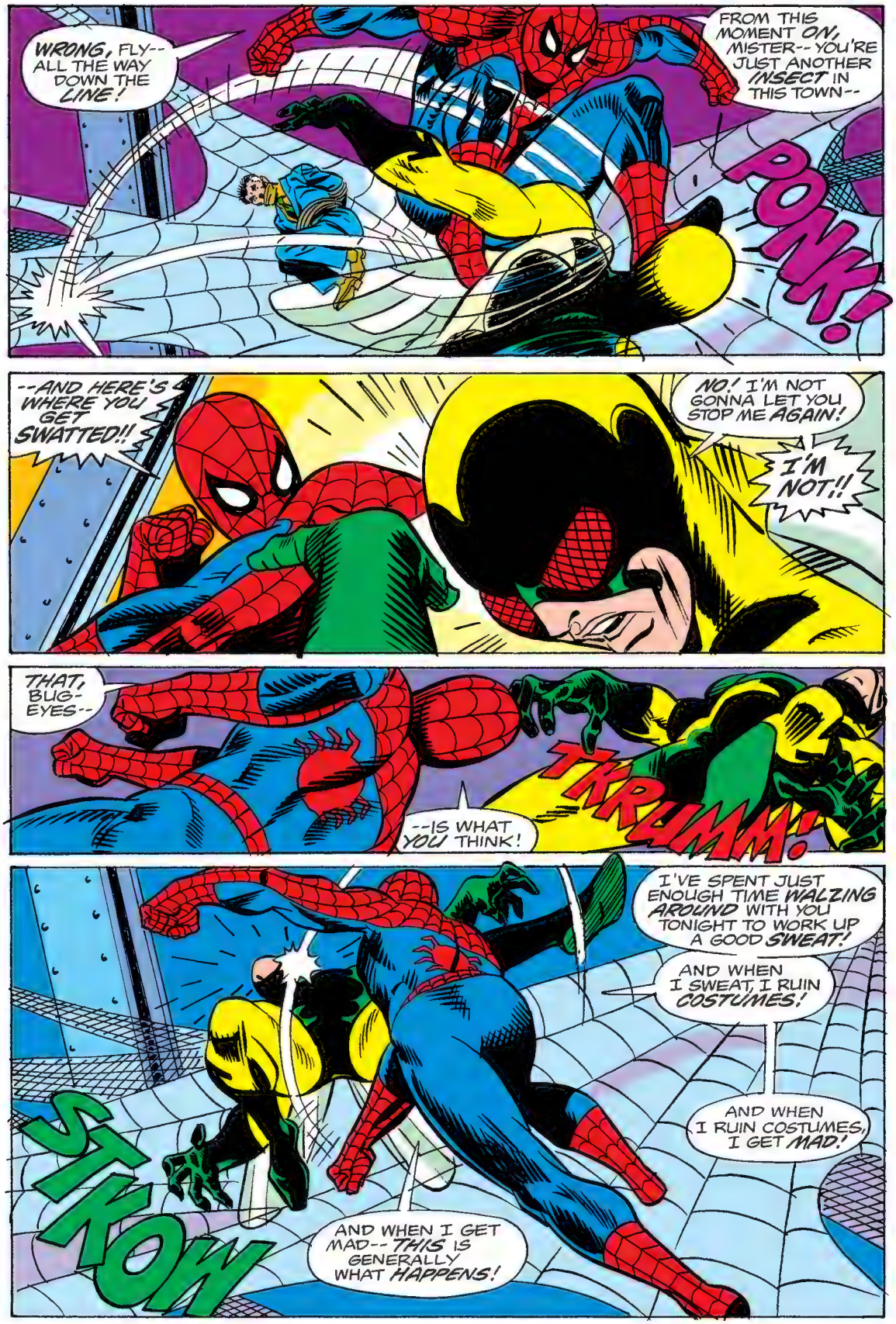

--SO I COULD SHOW YOU HOW EASY IT IS FOR ME TO TAKE IT APART!
LIKE THIS!!
ZZZZZZZZZZZZZZZ
HIS BLASTED ULTRA-SONIC WINGS AGAIN!
THAT'S THE SAME STUNT HE PULLED ON ROBBIE IN JONAH'S OFFICE!
AND I WAS CARELESS ENOUGH TO FORGET ABOUT IT!
WELL--I WON'T BE CARELESS TWICE!
OOPS! MAYBE I SPOKE TOO SOON!
STRAM!
C'MON, WALL-CRAWLER--FIGHT! WHY DON'T YOU FIGHT!??
I WANT THIS TO BE A BATTLE! A CONTEST!
NOT A SLAUGHTER!
AND I JUST WANT IT TO BE OVER!
THEY--THEY CRASHED RIGHT THROUGH THE WALL!
THEN WE GO IN AFTER THEM, Mc CULLOUGH--
--AND TRY TO LOCATE JAMESON WHILE THE WALL-CRAWLER KEEPS THAT MANIAC BUSY!
IS THAT WHAT HE WAS DOING?
LOOKED TO ME LIKE HE WAS HAVING A HARD ENOUGH TIME JUST KEEPING HIMSELF ALIVE!


WISH I COULD CLAIM CREDIT FOR THIS MANEUVER--
BUT SO FAR EVERY POINT IN THIS BATTLE BELONGS TO THAT BUG-EYED BOZO!
I GOTTA ADMIT, CHUCKLES--IT IS SORT OF A DRAG TO KNOW YOU'VE BEEN IMITATED!
WHY ARE YOU HESITATING, WEB-SLINGER?
IS IT BECAUSE FOR ONCE YOU'RE UP AGAINST SOMEBODY ELSE WHO CAN CLING TO WALLS?
I AIN'T NO IMITATION, WALL-CRAWLER!
I'M THE FLY!!
ZZZZZ
ZZZ
AND SOON I'M GONNA BE THE ONE AN' ONLY WHEN IT COMES TA ANY REAL POWER IN THIS TOWN!
I HOPE HE DOESN'T CATCH ON THAT THE ONLY REASON I'M NOT FIGHTING BACK--
--IS BECAUSE I WANT HIM TO LEAD ME AND THE POLICE BELOW TO WHERE HE'S STASHED JOLLY JONAH!
"SO I'D BETTER MAKE THIS FALL LOOK GOOD!
DID YOU SEE, JAMESON?
THE MAN YOU CREATED ME TO DESTROY--
YOUR SUPPOSED RESCUER--
--PLUNGING TO HIS DOOM!!
THAT'S WHAT YOU WANTED, AIN'T IT?
THE END OF SPIDER-MAN?!
WELL, MISTER --YOU GOT IT!!
OH, HO!
NOW THINGS BEGIN TO GET A LITTLE CLEARER!
POOR JONAH! HE NEVER LEARNS! HE'S PULLED THIS ON ME BEFORE--

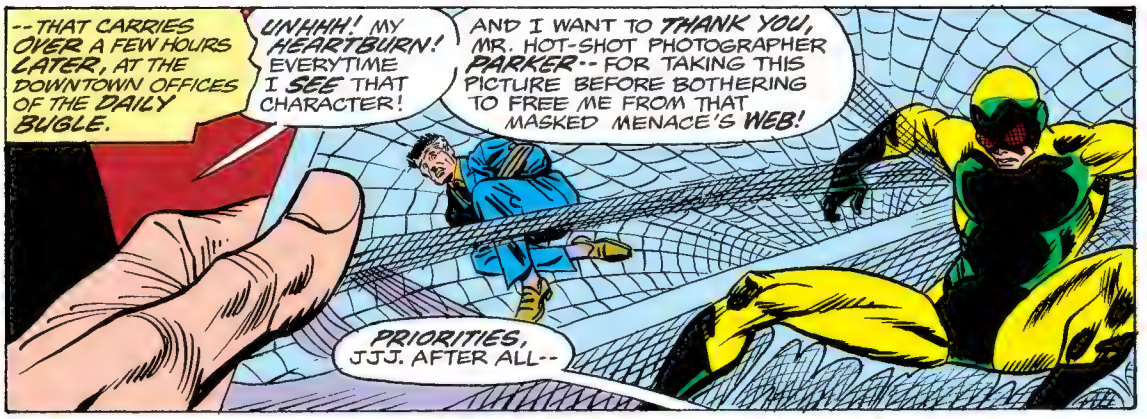

--AND EVERY TIME IT WINDS UP WITH HIM IN THE FRYING PAN--
WHAT'S WRONG, MR. PUBLISHER?
YOU'RE ACTIN' LIKE YOU WANTED SPIDER-MAN TO WIN! AN', FELLA, THAT MAKES ME--MAD!
--AND ME PULLING HIS FAT OUT OF THE FIRE!
YOU-- YOU'RE A FILTHY KILLER!
ATTABOY, JONAH! YOU COOKED UP THIS MESS-- NOW STEW IN IT!
AWWW! WHO AM I KIDDING!
HE MAY NOT BE THE GREATEST SHNOOK IN THE WORLD-- BUT AT LEAST HE'S HUMAN--
--WHICH IS MORE THAN I CAN SAY FOR THE FLY!
SPIDER-MAN! ALIVE??
MORE OR LESS, CHUCKLES!
STKOW!
IT'LL BE LESS WHEN I GET THROUGH WITH YOU, WALL-CRAWLER! WHAT A JERK--
--TRYIN' TO SNEAK UP ON A GUY WHO CAN SEE IN ALL DIRECTIONS!
SO WHY DIDN'T YOU TELL ME BEFORE? IT WOULD'VE SAVED ME ONE HECK OF A LOT OF TROUBLE!
YOU STILL THINK ALL THIS IS FUNNY, DON'T YOU, WEBHEAD?
NOT A BIT, BUDDY! I'M STARTING TO THINK IT'S SICK!

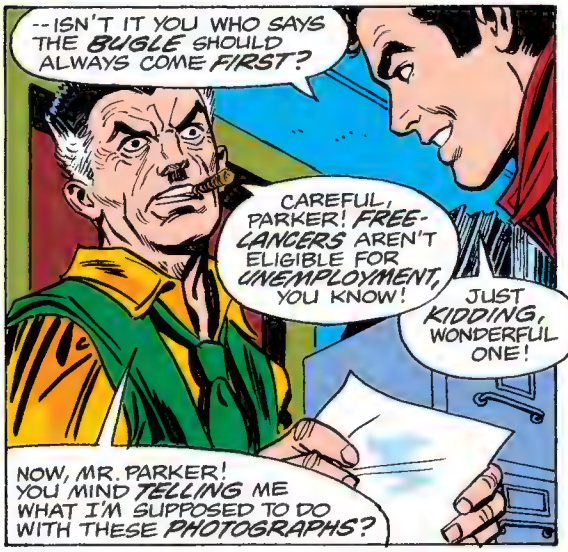

SICK!!
THAT'S WHAT THEY USED TO CALL ME IN PRISON!
BUT I TAUGHT 'EM WHAT SICK WAS! JUST LIKE I'M GONNA TEACH YOU, FREAK!
HERE! YOU WANT THE HOTSHOT PUBLISHER?
THEN ALL YOU GOTTA DO IS--CATCH HIM!
NOOOOo!
SAVE YOUR BREATH, JONAH!
YOU'RE GONNA HAVE A SOFT--
--IF SOMEWHAT STICKY LANDING!
NOW DO I GET A VOTE OF THANKS, JJJ?
BLAST YOU, SPIDER-MAN! ONLY YOU WOULD DARE HUMILIATE ME IN FRONT OF THAT CROWD BELOW!
I KNEW IT! I SHOULD HAVE LET YOU FALL!
NO! I AIN'T GONNA BE CHEATED, WEBHEAD!
THIS TIME I'M GONNA SETTLE YA BOTH!
I'VE ONLY GOT TWO THINGS TO SAY TO YOU, FLY!
THE FIRST, MISTER--IS THAT YOU BLEW IT--
--AND THE SECOND IS THAT YOU TALK TOO MUCH!!
KA-POW!


I HOPE YOU'RE HAVIN' FUN, WALL-CRAWLER-- 'CAUSE ONCE I START MY WINGS UP, YOU'LL--
THWOP!
--HUH??
GO AHEAD, FLY! FLAP AWAY!
OR IS SOMETHING STOPPING YOU?
FACE IT, FRIEND! YOU'RE FINISHED!
AND THIS TIME, MISTER--I MAKE SURE THE POLICE GET THEIR HANDS ON YOU--
--FOR THE MURDER OF DR. HARLAN STILLWELL! *
*AND A NIFTY NO-PRIZE TO THE FIRST FAITHFUL ONE WHO CAN TELL US HOW SPIDEY KNOWS. --LEN.
SO JUST STEP ON INTO MY PARLOR, SAYS THE SPIDER TO THE FLY--
--AND I'LL MAKE GOOD AND SURE YOU NEVER STEP OUT AGAIN!
BIG WORDS, BUG!
TCHOK!
BUT I'M STILL AS FAST AS YOU--
--AND AT LEAST TWICE AS STRONG!


WRONG, FLY-- ALL THE WAY DOWN THE LINE!
FROM THIS MOMENT ON, MISTER-- YOU'RE JUST ANOTHER INSECT IN THIS TOWN--
PONK!
--AND HERE'S WHERE YOU GET SWATTED!!
NO! I'M NOT GONNA LET YOU STOP ME AGAIN!
I'M NOT!!
THAT, BUG-EYES--
--IS WHAT YOU THINK!
TKRUMM!
I'VE SPENT JUST ENOUGH TIME WALZING AROUND WITH YOU TONIGHT TO WORK UP A GOOD SWEAT!
AND WHEN I SWEAT, I RUIN COSTUMES!
AND WHEN I RUIN COSTUMES, I GET MAD!
AND WHEN I GET MAD-- THIS IS GENERALLY WHAT HAPPENS!
STKOW

YOU'RE OUTTA YOUR MIND, WALL-CRAWLER! NUTS FROM THE WORD GO!
I DIDN'T BARGAIN ON FIGHTIN' A MANIAC!
YOU GO AROUND KIDNAPPING LADIES, OLD MEN AND CIGAR-SMOKING PUBLISHERS--
--AND YOU'VE GOT THE NERVE TO TELL ME I'M INSANE?
BROTHER--
--HAVE YOU GOT A CASE!!
AND I HOPE IT'S ONE THE PRISON SHRINKS'LL BE ABLE TO HELP YOU WITH--
--'CAUSE THEY'RE SURE GONNA HAVE A LONG TIME TO TRY!
AND SO IT ENDS, NOT WITH A CRY... BUT WITH A GROAN--


--THAT CARRIES OVER A FEW HOURS LATER, AT THE DOWNTOWN OFFICES OF THE DAILY BUGLE.
UNHHH! MY HEARTBURN! EVERYTIME I SEE THAT CHARACTER!
AND I WANT TO THANK YOU, MR. HOT-SHOT PHOTOGRAPHER PARKER-- FOR TAKING THIS PICTURE BEFORE BOTHERING TO FREE ME FROM THAT MASKED MENACE'S WEB!
PRIORITIES, JJJ. AFTER ALL--


--ISN'T IT YOU WHO SAYS THE BUGLE SHOULD ALWAYS COME FIRST?
CAREFUL, PARKER! FREE-LANCERS AREN'T ELIGIBLE FOR UNEMPLOYMENT, YOU KNOW!
JUST KIDDING, WONDERFUL ONE!
NOW, MR. PARKER! YOU MIND TELLING ME WHAT I'M SUPPOSED TO DO WITH THESE PHOTOGRAPHS?

AFTER ALL -- I CAN'T GO AROUND EMBARASSING MYSELF ON THE FRONT PAGE OF MY OWN NEWS-PAPER, CAN I?
BESIDES--EH--
--THE PUBLIC'S TIRED OF SUPER-VILLAINS!
THEY WANT REAL-LIFE STUFF!

MUGGINGS! CAR-STRIPPERS!
THAT SORT OF THING! BUT DON'T WORRY! WE'LL STILL PAY YOU FOR THESE SHOTS! HALF RATE, OF COURSE!
OF COURSE!
BUT IN THAT CASE, YOU'LL LOVE THE SHOTS OF THE VIOLENT PURSE SNATCH-INGS I'VE BEEN SAVING!

GUESS I CAN EXPECT A BONUS--
--FOR ALL THIRTY OF THEM! G'NIGHT, JJJ--
--SEE YOU TOMORROW! AT 9AM SHARP!

COMING SOON-- FROM THE HOUSE OF IDEAS!
YOU ASKED FOR IT--AND NOW YOU'VE GOT IT! EVERYBODY'S FAVORITE WEB-SLINGER IN A SECOND SENSES-SHATTERING MAG! IT'S CALLED...
PETER PARKER
THE SPECTACULAR SPIDER-MAN!
AND YOU'LL FIND IT AT YOUR FAVORITE NEWSSTAND! WATCH FOR IT!!!

SPIDER-MAN
MARVEL COMICS GROUP™
APPROVED BY THE COMICS CODE AUTHORITY
30¢
160
SEPT
02457
the AMAZING SPIDER-MAN®
IT'S IMPOSSIBLE! ALL MY SUPER-POWERS HAVE FAILED ME!
KANE + ROMITA
EXACTLY AS I PLANNED, FOOL! IN MOMENTS, YOU WILL BE DEAD!!
--AND YOUR OWN SPIDER-MOBILE WILL BE YOUR MURDERER!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

JV 394

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

LEN WEIN WRITER/EDITOR | ROSS ANDRU ILLUSTRATOR | MIKE ESPOSITO EMBELLISHER | GLYNIS WEIN COLORIST | JOE ROSEN LETTERER | IRV FORBUSH HEAD MECHANIC

MY KILLER, THE CAR!

IT HAS BEEN A **DAY** DEVOTED TO THE ELUSIVE PURSUIT OF **KNOWLEDGE**--AND PETER PARKER HAD CRACKED THE BOOKS SO **HARD**, HE COULD SWEAR HE HEARD THEM **GROAN** UNDER THE STRAIN--

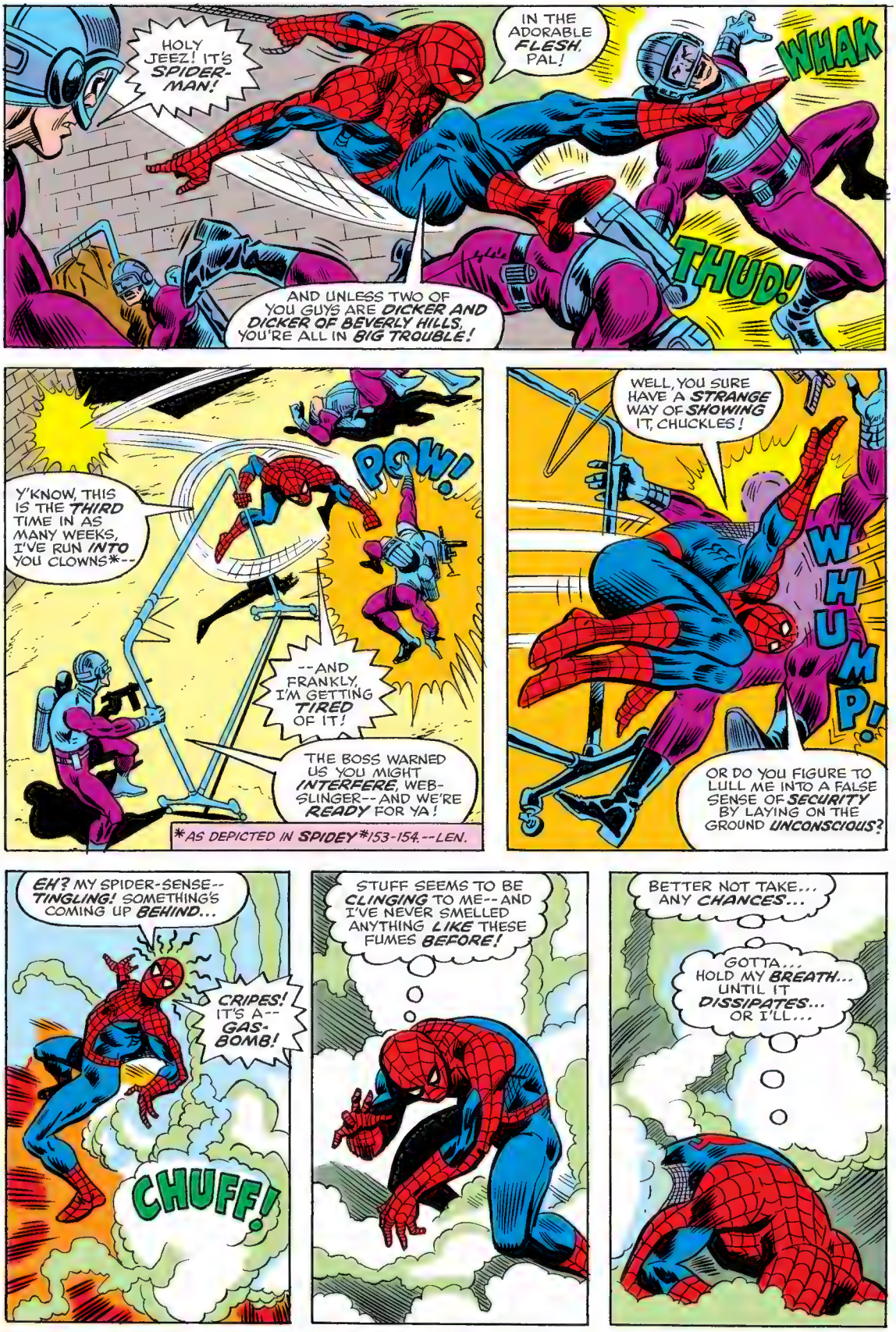
--WHICH IS WHY HE DECIDED TO DEVOTE HIS **EVENING** TO THE PURSUIT OF SOME-THING EQUALLY **ELUSIVE**--

--BUT INFINITELY MORE **DANGEROUS!**

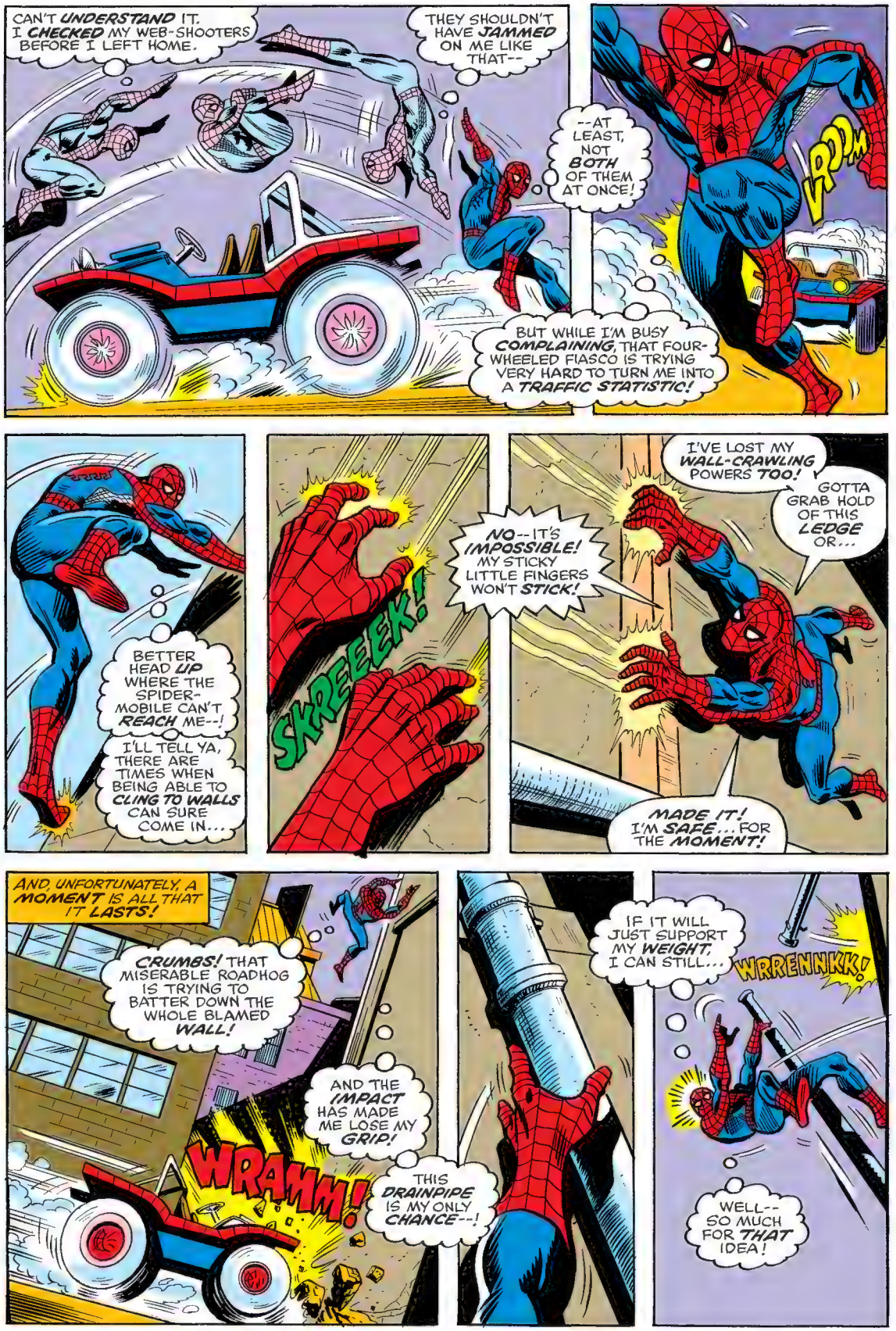
WHY IS IT YOU CAN NEVER FIND A DECENT **CRIME** BEING COMMITTED WHEN YOU **WANT** ONE? IN A **CITY** THIS SIZE, YOU'D THINK...

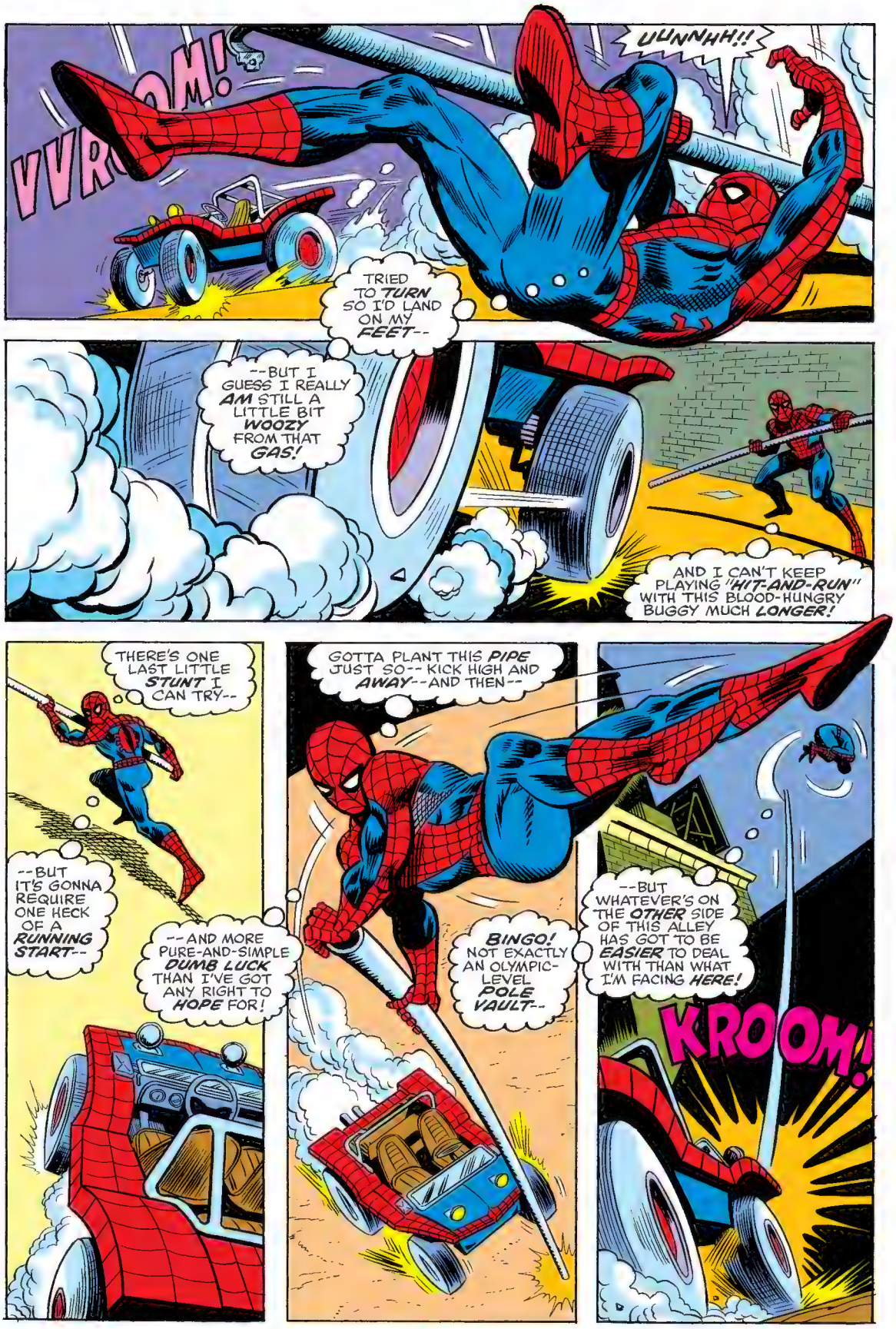
UH-OH! LOOKS LIKE YOURS TRULY SPOKE **TOO SOON**... AS **ALWAYS!**

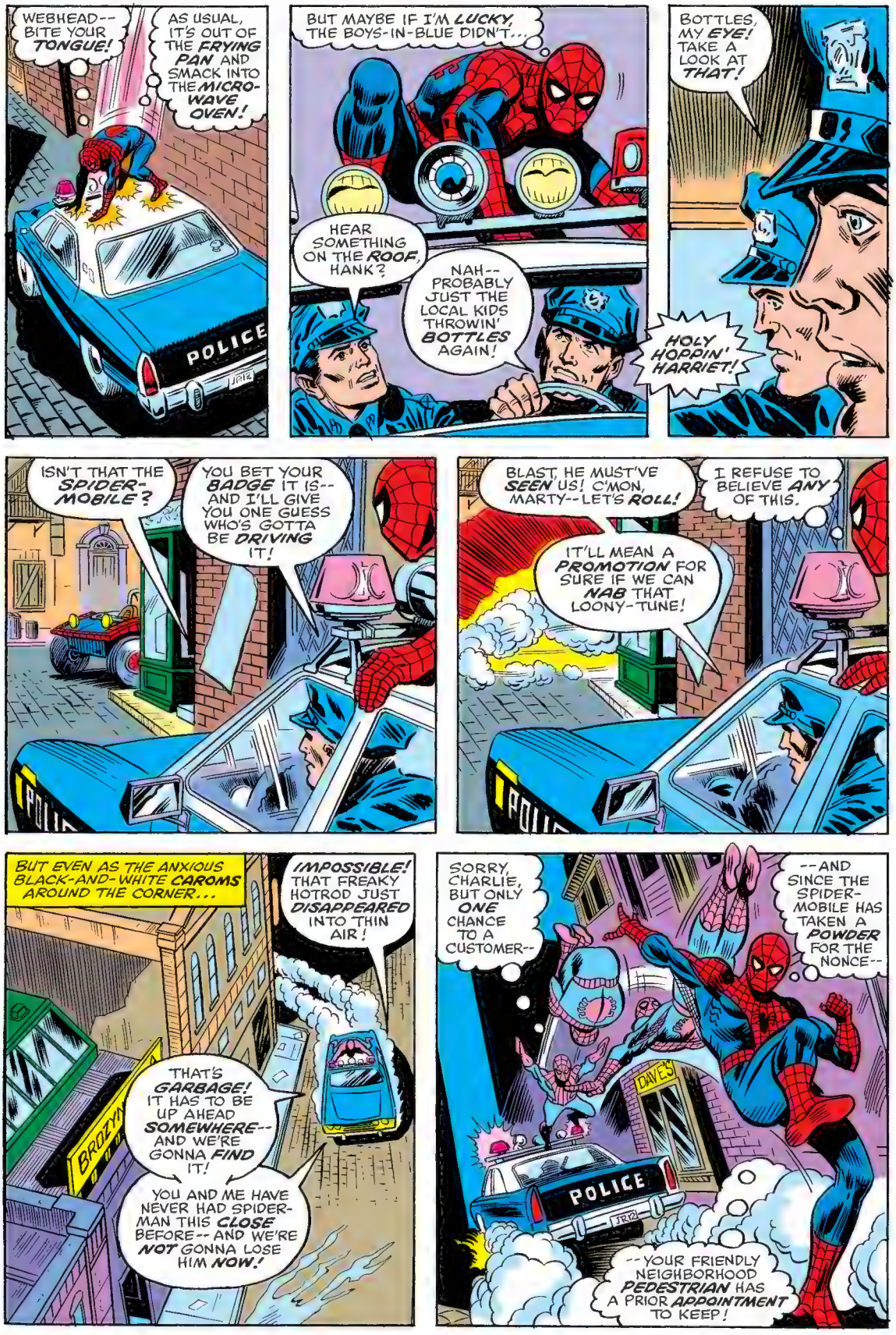
'CAUSE IF THAT'S NOT AN HONEST-TO-GOSH **FUR THEFT** GOING ON DOWN THERE, I'M-- PERISH THE THOUGHT-- **HOWARD COSELL!**

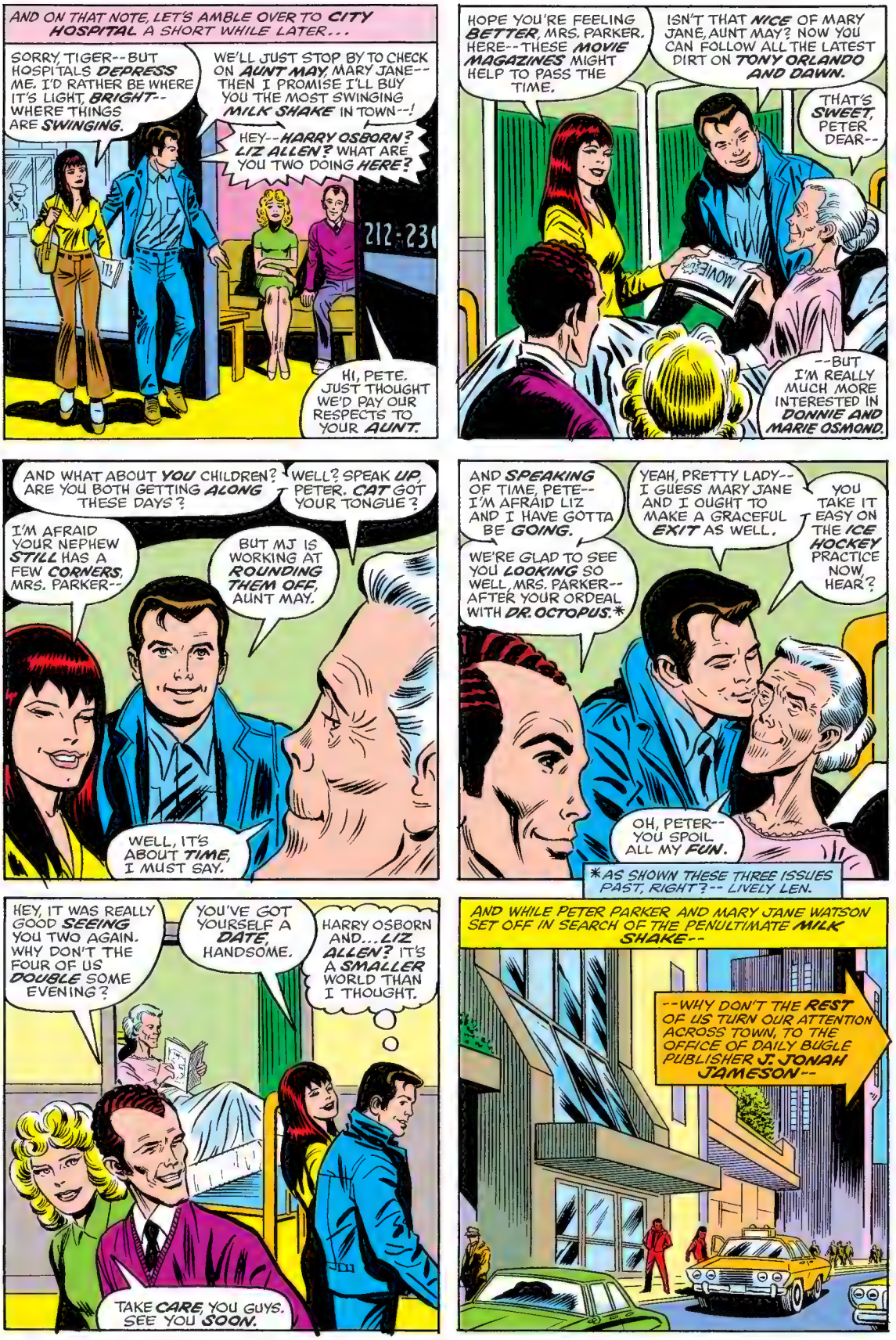

HOLY JEEZ! IT'S SPIDER-MAN!
IN THE ADORABLE FLESH, PAL!
WHAK
AND UNLESS TWO OF YOU GUYS ARE DICKER AND DICKER OF BEVERLY HILLS, YOU'RE ALL IN BIG TROUBLE!
THUD!
Y'KNOW, THIS IS THE THIRD TIME IN AS MANY WEEKS, I'VE RUN INTO YOU CLOWNS*--
POW!
--AND FRANKLY, I'M GETTING TIRED OF IT!
THE BOSS WARNED US YOU MIGHT INTERFERE, WEB-SLINGER--AND WE'RE READY FOR YA!
*AS DEPICTED IN SPIDEY*153-154.--LEN.
WELL, YOU SURE HAVE A STRANGE WAY OF SHOWING IT, CHUCKLES!
WHUMP!
OR DO YOU FIGURE TO LULL ME INTO A FALSE SENSE OF SECURITY BY LAYING ON THE GROUND UNCONSCIOUS?
EH? MY SPIDER-SENSE--TINGLING! SOMETHING'S COMING UP BEHIND...
CRIPES! IT'S A--GAS-BOMB!
CHUFF!
STUFF SEEMS TO BE CLINGING TO ME--AND I'VE NEVER SMELLED ANYTHING LIKE THESE FUMES BEFORE!
BETTER NOT TAKE... ANY CHANCES...
GOTTA... HOLD MY BREATH... UNTIL IT DISSIPATES... OR I'LL...

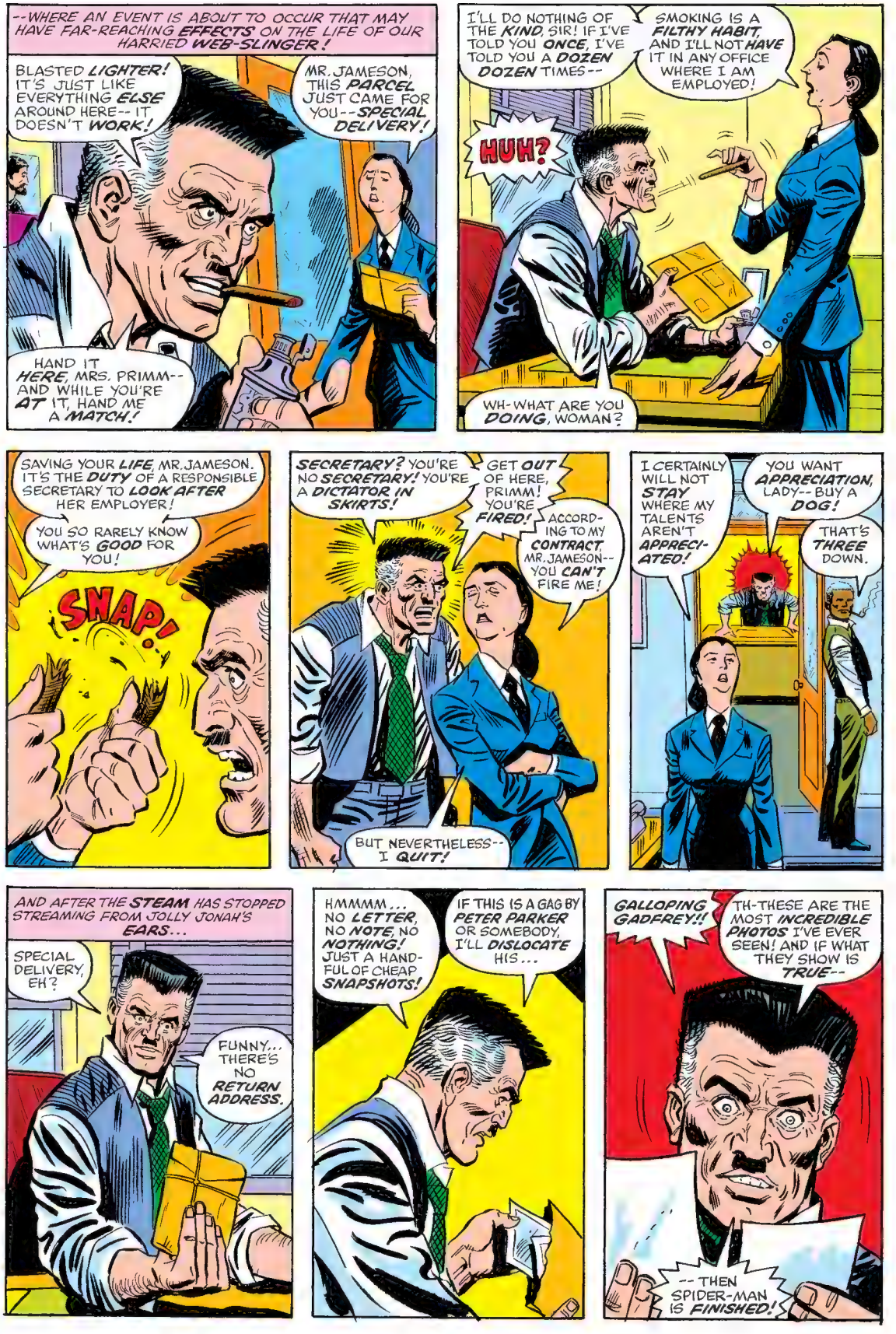
THERE! THE BREEZE IS... BLOWING THE GAS AWAY... BUT I...
HUH?
TH... THAT SHAPE... IN THE SHADOWS...
WHUNT!
IT COULDN'T BE...!
...BUT IT IS!
VVRROOM!
THE SPIDER-MOBILE HAS RETURNED--
VVROOM!
--AND IT'S COME BACK WITH A VENGEANCE!
A HALF-INCH CLOSER--AND I'D HAVE TIRE TRACKS TATTOOED ON MY HEART!
WELL, AT LEAST NOW I KNOW HOW THAT HOMICIDAL HOTROD DISAPPEARED, AFTER BEING SUNK UP TO ITS HUBCAPS IN THE HUDSON RIVER OOZE!*
SOMEBODY STOLE IT! AND WHEN I GET MY HANDS ON THE MANIAC BEHIND THE WHEEL, I'M GONNA...
NO! I DON'T BELIEVE IT! I MUST STILL BE GROGGY FROM THAT GAS!
NOBODY IS DRIVING THE SPIDER-MOBILE!
IT'S TRYING TO RUN ME DOWN ON ITS OWN!
FIFT!
FFIFT!
GOTTA TRY TO SNAG THE GEARSHIFT LEVER WITH MY WEBBING BEFORE...
OBOY.
*A DISAPPEARANCE FIRST NOTED BACK IN ISH #157. --LEN AGAIN.

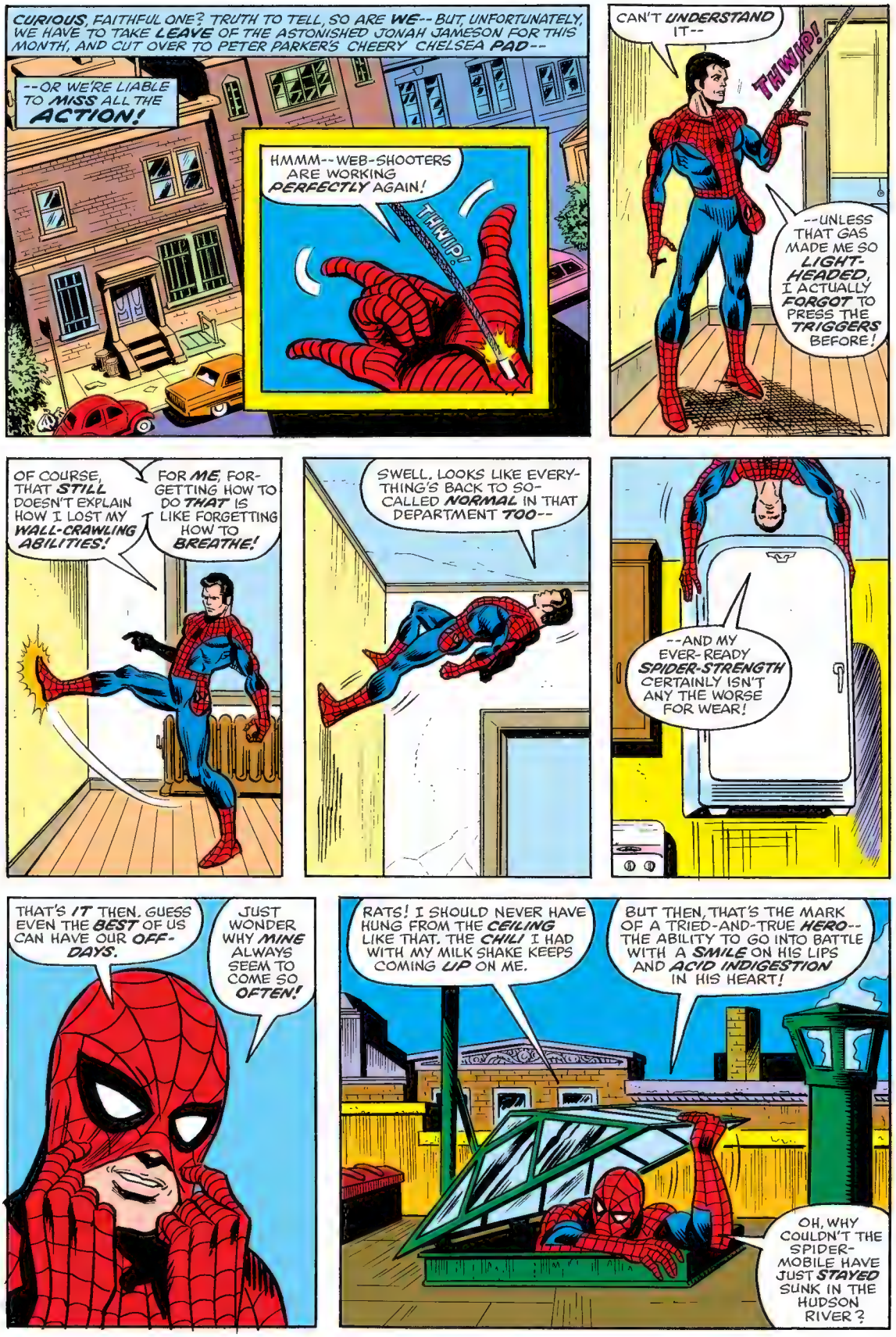

CAN'T UNDERSTAND IT. I CHECKED MY WEB-SHOOTERS BEFORE I LEFT HOME.
THEY SHOULDN'T HAVE JAMMED ON ME LIKE THAT--
--AT LEAST, NOT BOTH OF THEM AT ONCE!
VRRM
BUT WHILE I'M BUSY COMPLAINING, THAT FOUR-WHEELED FIASCO IS TRYING VERY HARD TO TURN ME INTO A TRAFFIC STATISTIC!
BETTER HEAD UP WHERE THE SPIDER-MOBILE CAN'T REACH ME--!
I'LL TELL YA, THERE ARE TIMES WHEN BEING ABLE TO CLING TO WALLS CAN SURE COME IN...
SKREEEK!
NO--IT'S IMPOSSIBLE! MY STICKY LITTLE FINGERS WON'T STICK!
I'VE LOST MY WALL-CRAWLING POWERS TOO!
GOTTA GRAB HOLD OF THIS LEDGE OR...
MADE IT! I'M SAFE... FOR THE MOMENT!
AND, UNFORTUNATELY, A MOMENT IS ALL THAT IT LASTS!
CRUMBS! THAT MISERABLE ROADHOG IS TRYING TO BATTER DOWN THE WHOLE BLAMED WALL!
AND THE IMPACT HAS MADE ME LOSE MY GRIP!
WRAHM!
THIS DRAINPIPE IS MY ONLY CHANCE--!
IF IT WILL JUST SUPPORT MY WEIGHT, I CAN STILL...
WRRENNKK!
WELL-- SO MUCH FOR THAT IDEA!

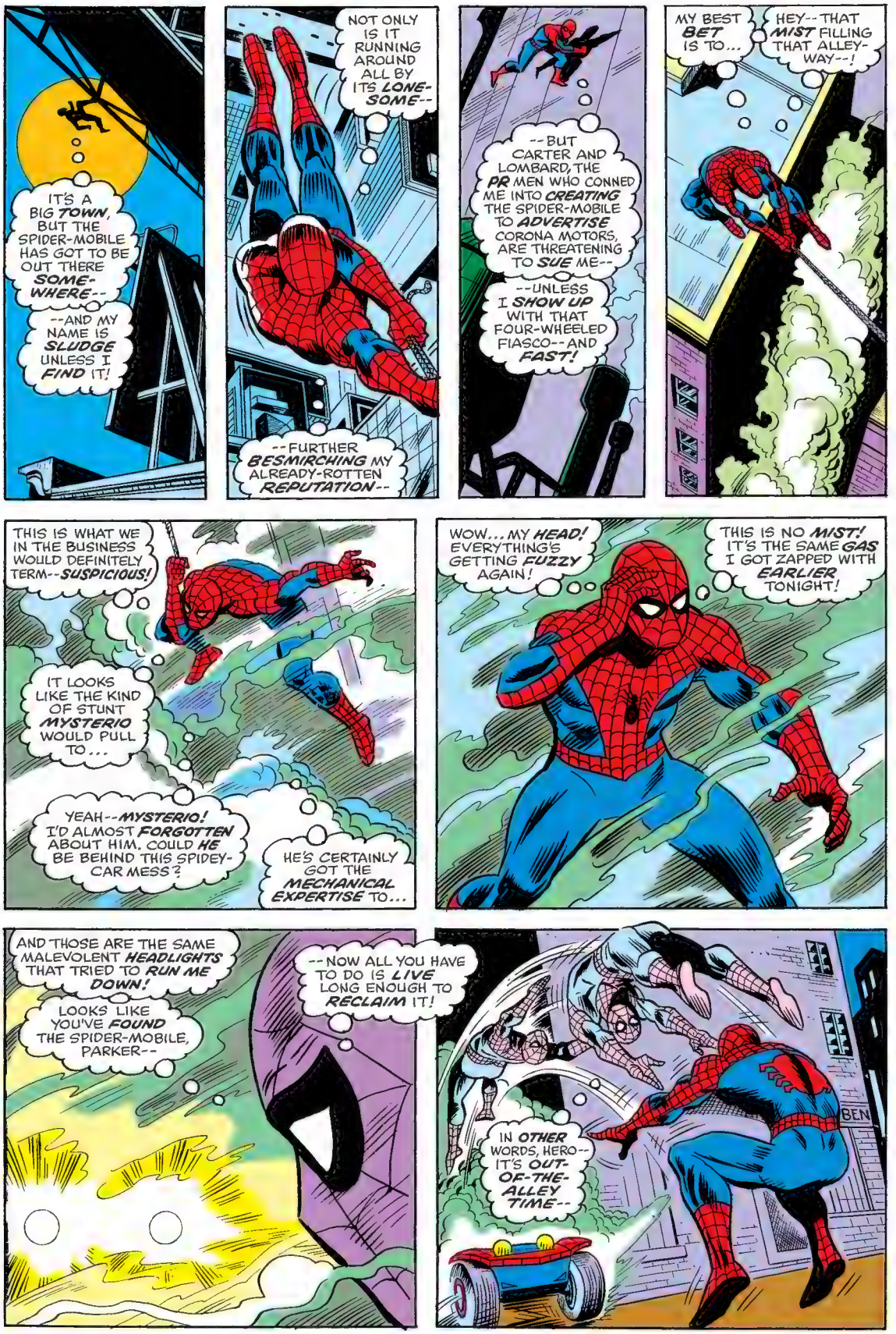

VVR OM!
UUNNHH!!
TRIED TO TURN SO I'D LAND ON MY FEET--
--BUT I GUESS I REALLY AM STILL A LITTLE BIT WOOZY FROM THAT GAS!
AND I CAN'T KEEP PLAYING "HIT-AND-RUN" WITH THIS BLOOD-HUNGRY BUGGY MUCH LONGER!
THERE'S ONE LAST LITTLE STUNT I CAN TRY--
--BUT IT'S GONNA REQUIRE ONE HECK OF A RUNNING START--
--AND MORE PURE-AND-SIMPLE DUMB LUCK THAN I'VE GOT ANY RIGHT TO HOPE FOR!
GOTTA PLANT THIS PIPE JUST SO-- KICK HIGH AND AWAY--AND THEN--
BINGO! NOT EXACTLY AN OLYMPIC-LEVEL POLE VAULT--
--BUT WHATEVER'S ON THE OTHER SIDE OF THIS ALLEY HAS GOT TO BE EASIER TO DEAL WITH THAN WHAT I'M FACING HERE!
KROOM!


WEBHEAD--BITE YOUR TONGUE!
AS USUAL, IT'S OUT OF THE FRYING PAN AND SMACK INTO THE MICRO-WAVE OVEN!
POLICE
BUT MAYBE IF I'M LUCKY, THE BOYS-IN-BLUE DIDN'T...
HEAR SOMETHING ON THE ROOF, HANK?
NAH--PROBABLY JUST THE LOCAL KIDS THROWIN' BOTTLES AGAIN!
BOTTLES, MY EYE! TAKE A LOOK AT THAT!
HOLY HOPPIN' HARRIET!
ISN'T THAT THE SPIDER-MOBILE?
YOU BET YOUR BADGE IT IS--AND I'LL GIVE YOU ONE GUESS WHO'S GOTTA BE DRIVING IT!
BLAST, HE MUST'VE SEEN US! C'MON, MARTY--LET'S ROLL!
I REFUSE TO BELIEVE ANY OF THIS.
IT'LL MEAN A PROMOTION FOR SURE IF WE CAN NAB THAT LOONY-TUNE!
BUT EVEN AS THE ANXIOUS BLACK-AND-WHITE CAROMS AROUND THE CORNER...
IMPOSSIBLE! THAT FREAKY HOTROD JUST DISAPPEARED INTO THIN AIR!
BROZY'S
THAT'S GARBAGE! IT HAS TO BE UP AHEAD SOMEWHERE--AND WE'RE GONNA FIND IT!
YOU AND ME HAVE NEVER HAD SPIDER-MAN THIS CLOSE BEFORE--AND WE'RE NOT GONNA LOSE HIM NOW!
SORRY, CHARLIE, BUT ONLY ONE CHANCE TO A CUSTOMER--
--AND SINCE THE SPIDER-MOBILE HAS TAKEN A POWDER FOR THE NONCE--
DAVE'S
POLICE
--YOUR FRIENDLY NEIGHBORHOOD PEDESTRIAN HAS A PRIOR APPOINTMENT TO KEEP!

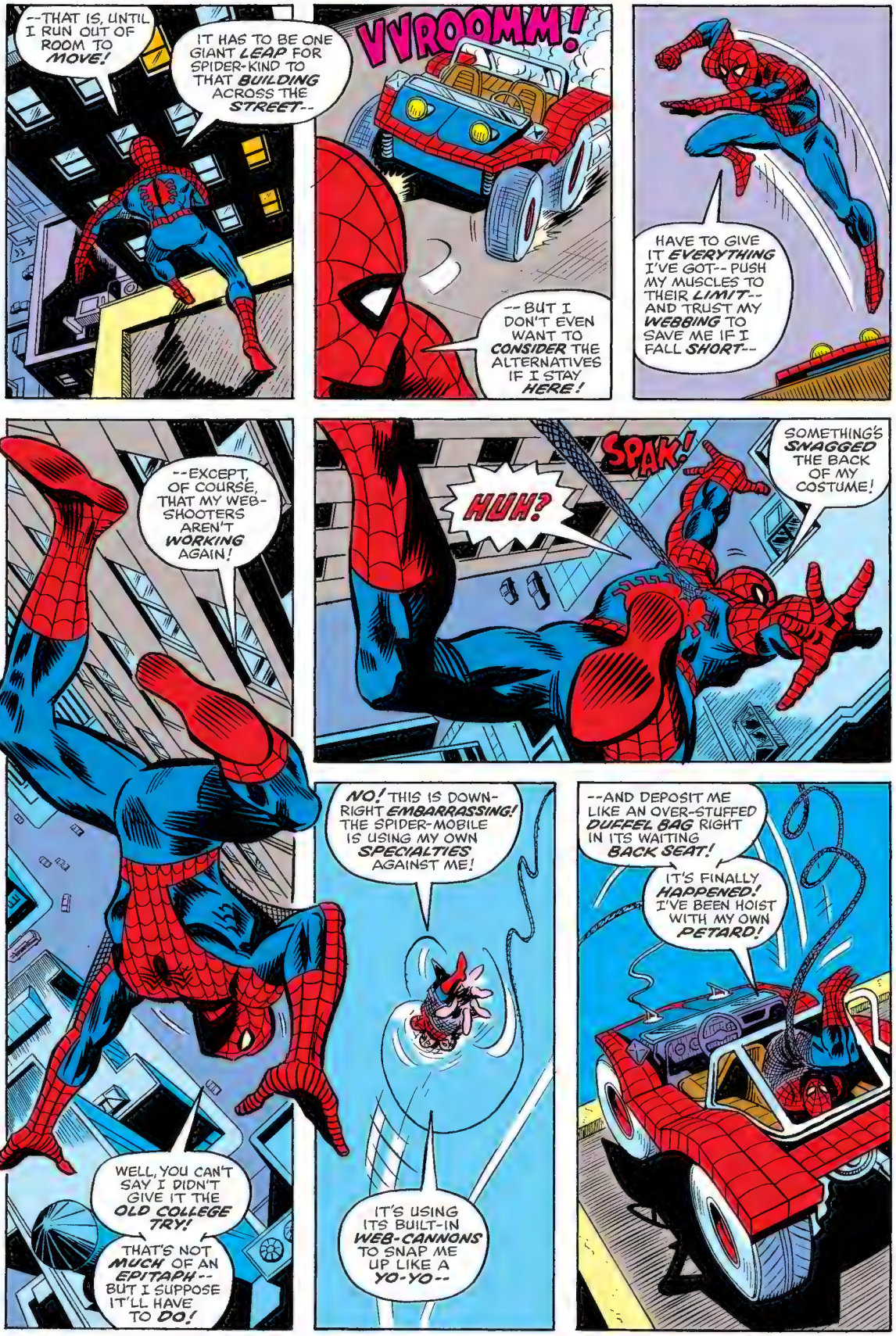

AND ON THAT NOTE, LET'S AMBLE OVER TO CITY HOSPITAL A SHORT WHILE LATER...
SORRY, TIGER--BUT HOSPITALS DEPRESS ME. I'D RATHER BE WHERE IT'S LIGHT, BRIGHT--WHERE THINGS ARE SWINGING.
WE'LL JUST STOP BY TO CHECK ON AUNT MAY, MARY JANE--THEN I PROMISE I'LL BUY YOU THE MOST SWINGING MILK SHAKE IN TOWN--!
HEY--HARRY OSBORN? LIZ ALLEN? WHAT ARE YOU TWO DOING HERE?
212-231
HI, PETE. JUST THOUGHT WE'D PAY OUR RESPECTS TO YOUR AUNT.
HOPE YOU'RE FEELING BETTER, MRS. PARKER. HERE--THESE MOVIE MAGAZINES MIGHT HELP TO PASS THE TIME.
ISN'T THAT NICE OF MARY JANE, AUNT MAY? NOW YOU CAN FOLLOW ALL THE LATEST DIRT ON TONY ORLANDO AND DAWN.
THAT'S SWEET, PETER DEAR--
MOVIE
--BUT I'M REALLY MUCH MORE INTERESTED IN DONNIE AND MARIE OSMOND.
AND WHAT ABOUT YOU CHILDREN? ARE YOU BOTH GETTING ALONG THESE DAYS?
WELL? SPEAK UP, PETER. CAT GOT YOUR TONGUE?
I'M AFRAID YOUR NEPHEW STILL HAS A FEW CORNERS, MRS. PARKER--
BUT MJ IS WORKING AT ROUNDING THEM OFF, AUNT MAY.
WELL, IT'S ABOUT TIME, I MUST SAY.
AND SPEAKING OF TIME, PETE--I'M AFRAID LIZ AND I HAVE GOTTA BE GOING.
YEAH, PRETTY LADY--I GUESS MARY JANE AND I OUGHT TO MAKE A GRACEFUL EXIT AS WELL.
YOU TAKE IT EASY ON THE ICE HOCKEY PRACTICE NOW, HEAR?
WE'RE GLAD TO SEE YOU LOOKING SO WELL, MRS. PARKER--AFTER YOUR ORDEAL WITH DR. OCTOPUS.*
OH, PETER--YOU SPOIL ALL MY FUN.
*AS SHOWN THESE THREE ISSUES PAST, RIGHT?-- LIVELY LEN.
HEY, IT WAS REALLY GOOD SEEING YOU TWO AGAIN. WHY DON'T THE FOUR OF US DOUBLE SOME EVENING?
YOU'VE GOT YOURSELF A DATE, HANDSOME.
HARRY OSBORN AND...LIZ ALLEN? IT'S A SMALLER WORLD THAN I THOUGHT.
TAKE CARE, YOU GUYS. SEE YOU SOON.
AND WHILE PETER PARKER AND MARY JANE WATSON SET OFF IN SEARCH OF THE PENULTIMATE MILK SHAKE--
--WHY DON'T THE REST OF US TURN OUR ATTENTION ACROSS TOWN, TO THE OFFICE OF DAILY BUGLE PUBLISHER J. JONAH JAMESON--

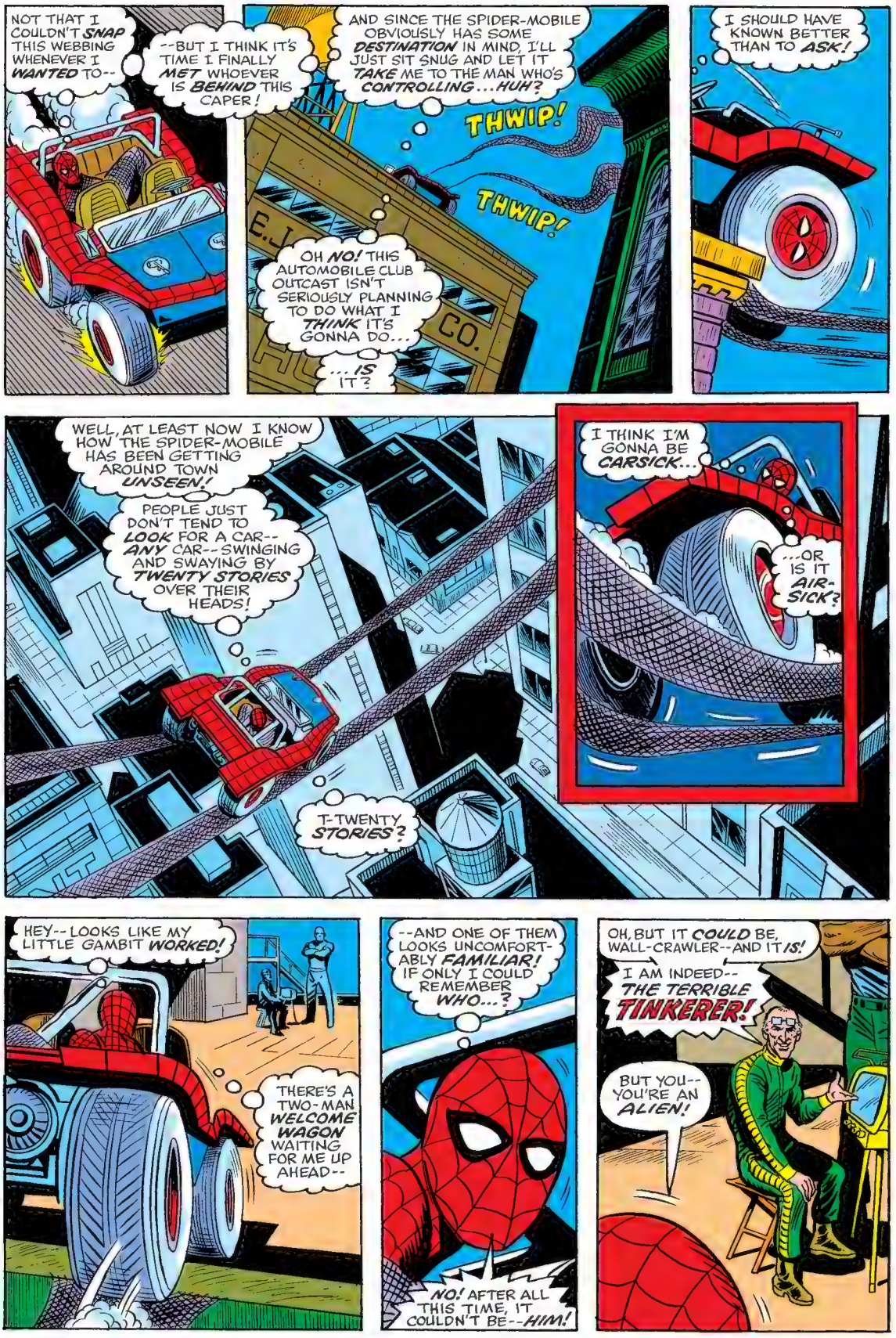

--WHERE AN EVENT IS ABOUT TO OCCUR THAT MAY HAVE FAR-REACHING EFFECTS ON THE LIFE OF OUR HARRIED WEB-SLINGER!
BLASTED LIGHTER! IT'S JUST LIKE EVERYTHING ELSE AROUND HERE-- IT DOESN'T WORK!
MR. JAMESON, THIS PARCEL JUST CAME FOR YOU--SPECIAL DELIVERY!
HAND IT HERE, MRS. PRIMM-- AND WHILE YOU'RE AT IT, HAND ME A MATCH!
I'LL DO NOTHING OF THE KIND, SIR! IF I'VE TOLD YOU ONCE, I'VE TOLD YOU A DOZEN DOZEN TIMES--
SMOKING IS A FILTHY HABIT, AND I'LL NOT HAVE IT IN ANY OFFICE WHERE I AM EMPLOYED!
HUH?
WH-WHAT ARE YOU DOING, WOMAN?
SAVING YOUR LIFE, MR. JAMESON. IT'S THE DUTY OF A RESPONSIBLE SECRETARY TO LOOK AFTER HER EMPLOYER!
YOU SO RARELY KNOW WHAT'S GOOD FOR YOU!
SNAP!
SECRETARY? YOU'RE NO SECRETARY! YOU'RE A DICTATOR IN SKIRTS!
GET OUT OF HERE, PRIMM! YOU'RE FIRED!
ACCORDING TO MY CONTRACT, MR. JAMESON-- YOU CAN'T FIRE ME!
BUT NEVERTHELESS-- I QUIT!
I CERTAINLY WILL NOT STAY WHERE MY TALENTS AREN'T APPRECIATED!
YOU WANT APPRECIATION, LADY-- BUY A DOG!
THAT'S THREE DOWN.
AND AFTER THE STEAM HAS STOPPED STREAMING FROM JOLLY JONAH'S EARS...
SPECIAL DELIVERY, EH?
FUNNY... THERE'S NO RETURN ADDRESS.
HMMMM... NO LETTER, NO NOTE, NO NOTHING! JUST A HANDFUL OF CHEAP SNAPSHOTS!
IF THIS IS A GAG BY PETER PARKER OR SOMEBODY, I'LL DISLOCATE HIS...
GALLOPING GADFREY!!
TH-THESE ARE THE MOST INCREDIBLE PHOTOS I'VE EVER SEEN! AND IF WHAT THEY SHOW IS TRUE--
-- THEN SPIDER-MAN IS FINISHED!


CURIOUS, FAITHFUL ONE? TRUTH TO TELL, SO ARE WE-- BUT, UNFORTUNATELY, WE HAVE TO TAKE LEAVE OF THE ASTONISHED JONAH JAMESON FOR THIS MONTH, AND CUT OVER TO PETER PARKER'S CHEERY CHELSEA PAD--
--OR WE'RE LIABLE TO MISS ALL THE ACTION!
HMMM--WEB-SHOOTERS ARE WORKING PERFECTLY AGAIN!
THWIP!
CAN'T UNDERSTAND IT--
THWIP!
--UNLESS THAT GAS MADE ME SO LIGHT-HEADED, I ACTUALLY FORGOT TO PRESS THE TRIGGERS BEFORE!
OF COURSE, THAT STILL DOESN'T EXPLAIN HOW I LOST MY WALL-CRAWLING ABILITIES!
FOR ME, FORGETTING HOW TO DO THAT IS LIKE FORGETTING HOW TO BREATHE!
SWELL, LOOKS LIKE EVERYTHING'S BACK TO SO-CALLED NORMAL IN THAT DEPARTMENT TOO--
--AND MY EVER-READY SPIDER-STRENGTH CERTAINLY ISN'T ANY THE WORSE FOR WEAR!
THAT'S IT THEN. GUESS EVEN THE BEST OF US CAN HAVE OUR OFF-DAYS.
JUST WONDER WHY MINE ALWAYS SEEM TO COME SO OFTEN!
RATS! I SHOULD NEVER HAVE HUNG FROM THE CEILING LIKE THAT. THE CHILI I HAD WITH MY MILK SHAKE KEEPS COMING UP ON ME.
BUT THEN, THAT'S THE MARK OF A TRIED-AND-TRUE HERO--THE ABILITY TO GO INTO BATTLE WITH A SMILE ON HIS LIPS AND ACID INDIGESTION IN HIS HEART!
OH, WHY COULDN'T THE SPIDER-MOBILE HAVE JUST STAYED SUNK IN THE HUDSON RIVER?

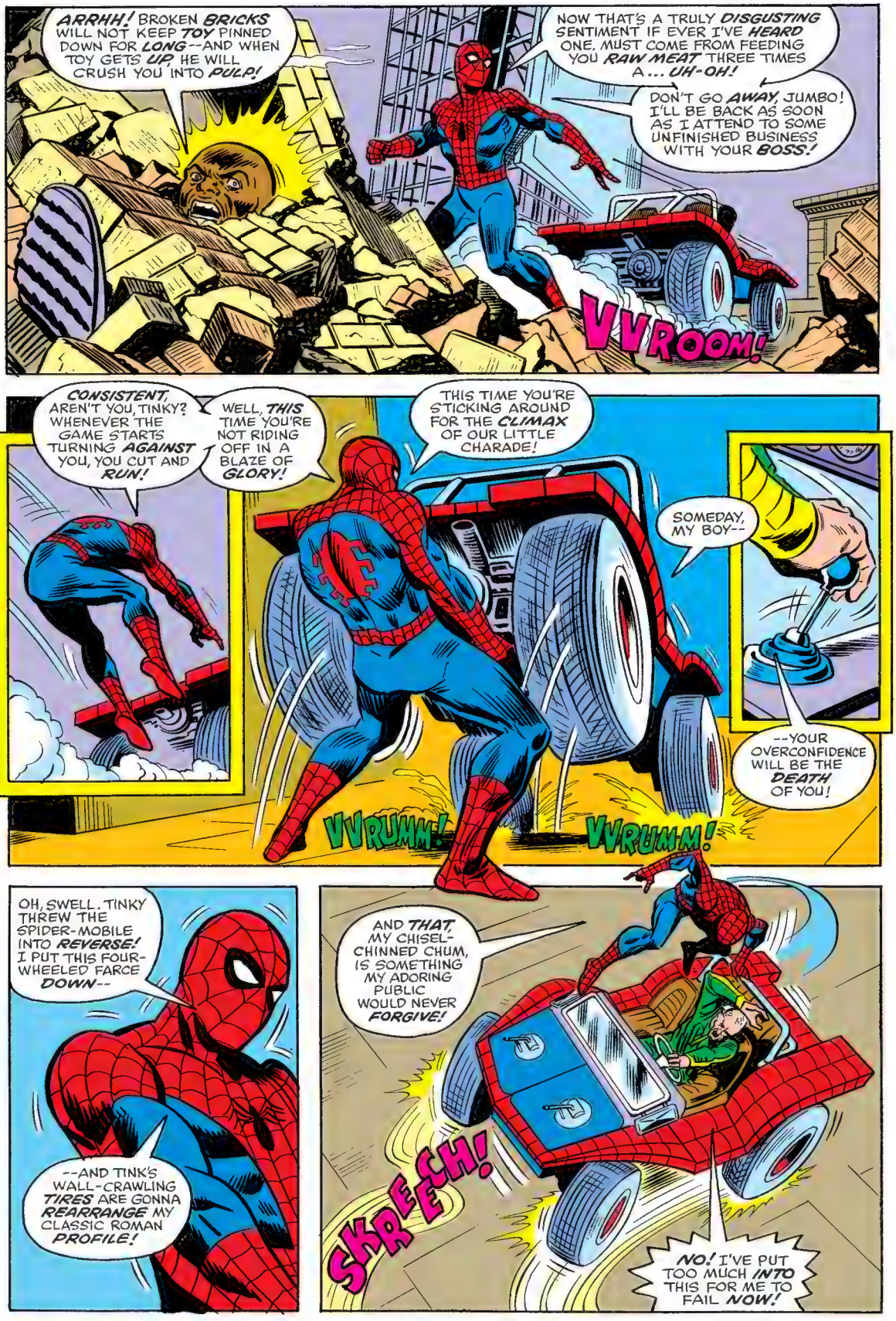

IT'S A BIG TOWN, BUT THE SPIDER-MOBILE HAS GOT TO BE OUT THERE SOME-WHERE--
--AND MY NAME IS SLUDGE UNLESS I FIND IT!
NOT ONLY IS IT RUNNING AROUND ALL BY ITS LONE-SOME--
--FURTHER BESMIRCHING MY ALREADY-ROTTEN REPUTATION--
--BUT CARTER AND LOMBARD, THE PR MEN WHO CONNED ME INTO CREATING THE SPIDER-MOBILE TO ADVERTISE CORONA MOTORS, ARE THREATENING TO SUE ME--
--UNLESS I SHOW UP WITH THAT FOUR-WHEELED FIASCO--AND FAST!
MY BEST BET IS TO...
HEY--THAT MIST FILLING THAT ALLEY-WAY--!
THIS IS WHAT WE IN THE BUSINESS WOULD DEFINITELY TERM--SUSPICIOUS!
IT LOOKS LIKE THE KIND OF STUNT MYSTERIO WOULD PULL TO...
YEAH--MYSTERIO! I'D ALMOST FORGOTTEN ABOUT HIM. COULD HE BE BEHIND THIS SPIDEY-CAR MESS?
HE'S CERTAINLY GOT THE MECHANICAL EXPERTISE TO...
WOW... MY HEAD! EVERYTHING'S GETTING FUZZY AGAIN!
THIS IS NO MIST! IT'S THE SAME GAS I GOT ZAPPED WITH EARLIER TONIGHT!
AND THOSE ARE THE SAME MALEVOLENT HEADLIGHTS THAT TRIED TO RUN ME DOWN!
LOOKS LIKE YOU'VE FOUND THE SPIDER-MOBILE, PARKER--
--NOW ALL YOU HAVE TO DO IS LIVE LONG ENOUGH TO RECLAIM IT!
IN OTHER WORDS, HERO--IT'S OUT-OF-THE-ALLEY TIME--
BEN

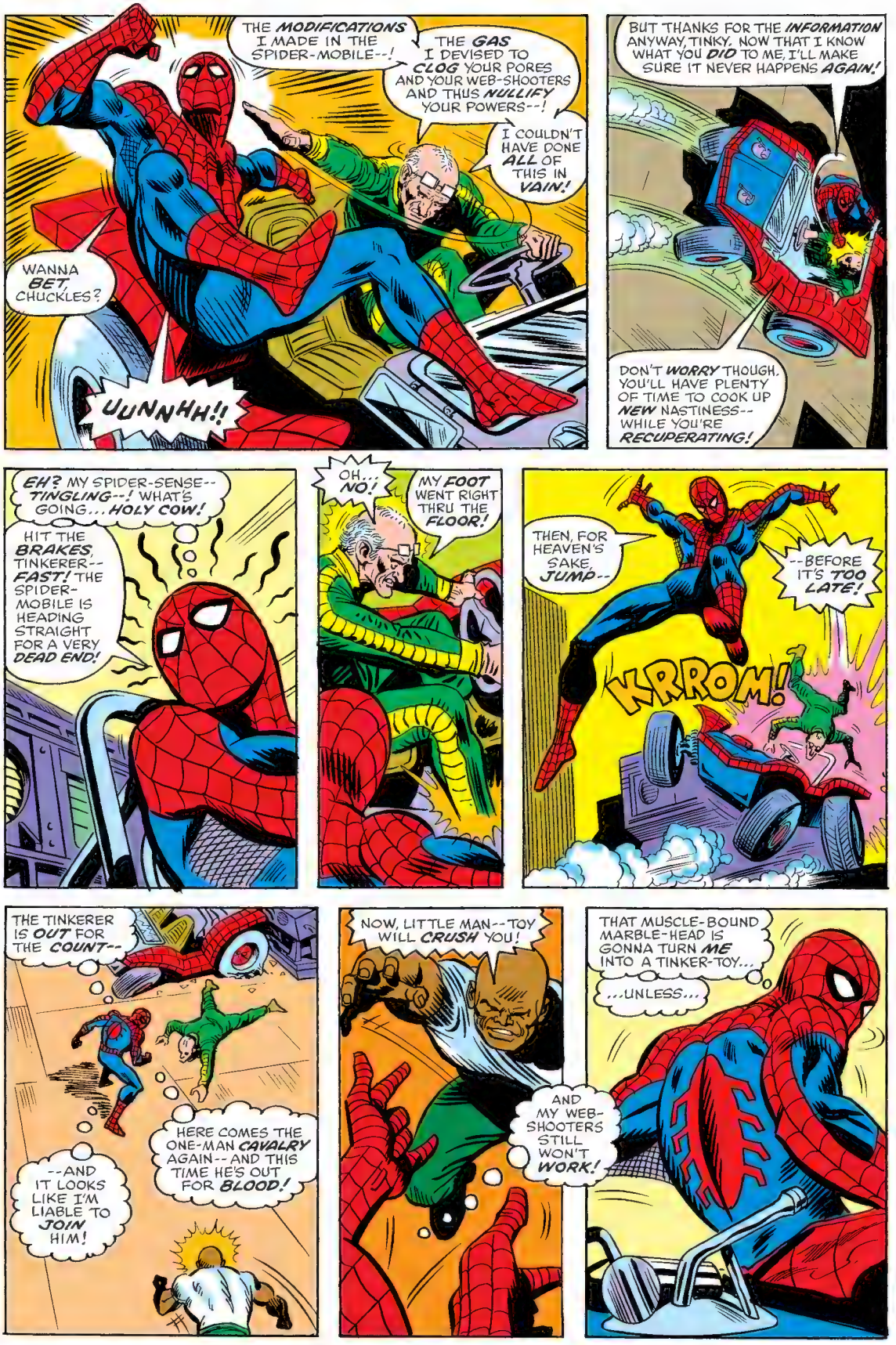
--AND UP TO WHERE THE SPIDER-MOBILE CAN'T TOUCH ME!
GO AHEAD AND GRIND YOUR GEARS, YOU BATTY BUGGY!
I'M JUST GONNA SIT SAFELY UP HERE UNTIL YOU RUN OUT OF GAS AND...
VROOM!
VROOM!
HOLY COW! IT'S CHARGING RIGHT UP THE WALL--
VROOM!
--WHICH MEANS I'M GETTING OUT OF HERE-- PRONTO!
OKAY, WISE GUY-- LET'S SEE YOU BRIDGE THIS GAP!
SKREECH!
NO! THE WAY IT'S REVVING ITS ENGINE-- ALMOST AS IF IT WERE GETTING READY TO--
VRUUMM! VRUUMM!
"JUMP!
VVROOOM
WELL, HERE WE GO AGAIN! MY ONLY HOPE IS TO OUTRUN THAT BLASTED BUGGY--
--WHICH IS NOT EXACTLY GOING TO BE THE EASIEST THING I'VE EVER DONE!
WHUMP!
I CAN FEEL MY FEET SLIPPING AS I RUN--
--WHICH MEANS I'VE LOST MY WALL-CRAWLING POWERS AGAIN!
ALL I CAN DO NOW IS KEEP MOVING--

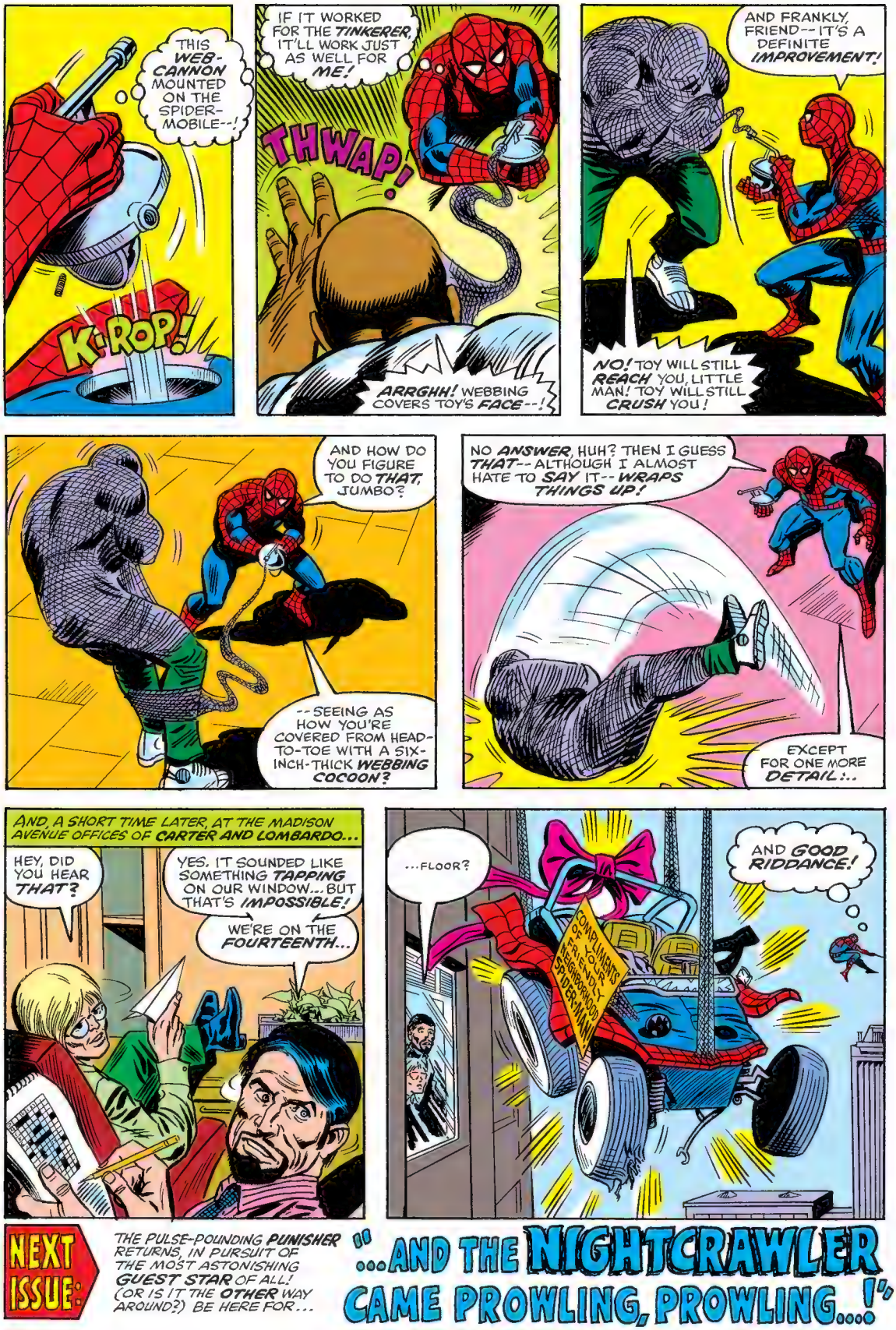

--THAT IS, UNTIL I RUN OUT OF ROOM TO MOVE!
IT HAS TO BE ONE GIANT LEAP FOR SPIDER-KIND TO THAT BUILDING ACROSS THE STREET--
VVROOMM!
--BUT I DON'T EVEN WANT TO CONSIDER THE ALTERNATIVES IF I STAY HERE!
HAVE TO GIVE IT EVERYTHING I'VE GOT-- PUSH MY MUSCLES TO THEIR LIMIT-- AND TRUST MY WEBBING TO SAVE ME IF I FALL SHORT--
--EXCEPT, OF COURSE, THAT MY WEB-SHOOTERS AREN'T WORKING AGAIN!
HUH?
SPAK!
SOMETHING'S SNAGGED THE BACK OF MY COSTUME!
NO! THIS IS DOWN-RIGHT EMBARRASSING! THE SPIDER-MOBILE IS USING MY OWN SPECIALTIES AGAINST ME!
--AND DEPOSIT ME LIKE AN OVER-STUFFED DUFFEL BAG RIGHT IN ITS WAITING BACK SEAT!
IT'S FINALLY HAPPENED! I'VE BEEN HOIST WITH MY OWN PETARD!
WELL, YOU CAN'T SAY I DIDN'T GIVE IT THE OLD COLLEGE TRY!
THAT'S NOT MUCH OF AN EPITAPH-- BUT I SUPPOSE IT'LL HAVE TO DO!
IT'S USING ITS BUILT-IN WEB-CANNONS TO SNAP ME UP LIKE A YO-YO--


NOT THAT I COULDN'T SNAP THIS WEBBING WHENEVER I WANTED TO--
--BUT I THINK IT'S TIME I FINALLY MET WHOEVER IS BEHIND THIS CAPER!
AND SINCE THE SPIDER-MOBILE OBVIOUSLY HAS SOME DESTINATION IN MIND, I'LL JUST SIT SNUG AND LET IT TAKE ME TO THE MAN WHO'S CONTROLLING...HUH?
THWIP!
THWIP!
OH NO! THIS AUTOMOBILE CLUB OUTCAST ISN'T SERIOUSLY PLANNING TO DO WHAT I THINK IT'S GONNA DO...
...IS IT?
I SHOULD HAVE KNOWN BETTER THAN TO ASK!
WELL, AT LEAST NOW I KNOW HOW THE SPIDER-MOBILE HAS BEEN GETTING AROUND TOWN UNSEEN!
PEOPLE JUST DON'T TEND TO LOOK FOR A CAR--ANY CAR--SWINGING AND SWAYING BY TWENTY STORIES OVER THEIR HEADS!
T-TWENTY STORIES?
I THINK I'M GONNA BE CARSICK...
...OR IS IT AIR-SICK?
HEY--LOOKS LIKE MY LITTLE GAMBIT WORKED!
THERE'S A TWO-MAN WELCOME WAGON WAITING FOR ME UP AHEAD--
--AND ONE OF THEM LOOKS UNCOMFORTABLY FAMILIAR! IF ONLY I COULD REMEMBER WHO...?
NO! AFTER ALL THIS TIME, IT COULDN'T BE--HIM!
OH, BUT IT COULD BE, WALL-CRAWLER--AND IT IS!
I AM INDEED--THE TERRIBLE TINKERER!
BUT YOU--YOU'RE AN ALIEN!

NOT AT ALL, MY BOY. THAT MASK I LEFT YOU HOLDING* WAS MERELY A RUSE---
--A SIMPLE PLOY TO DETER PURSUIT THAT, I MUST SAY WORKED EXCEPTIONALLY WELL!
*IN SPIDER-MAN #2 (AND CONSIDER YOURSELF NO-PRIZED IF YOU CAN REALLY REMEMBER THAT FAR BACK. --NOT-SO-LIVELY LEN.
SINCE THEN, I'VE CHOSEN TO DESIGN SPECIAL WEAPONRY FOR OTHERS OF MY ILK TO USE, RATHER THAN RISK ANY DANGER TO MYSELF--THAT IS, OF COURSE, UNTIL NOW!
I'VE BEEN EMPLOYED BY SOMEONE WHO GREATLY WISHES TO RENEW HIS ACQUAINTANCE WITH YOU, MY BOY--AND IT IS MY JOB TO DELIVER YOU TO HIM.
TOY, TAKE CHARGE OF OUR GUEST, PLEASE.
TOY WILL TAKE GOOD CARE, SIR.
IMPRESSIVE, TINKY. GOT YOUR OWN TRAINED PET NOW, HUH?
I WOULD NOT UNDERESTIMATE TOY IF I WERE YOU, MY BOY.
THE TINKERER IS RIGHT. THIS GORILLA LOOKS LIKE HE COULD TEAR ME APART WITH HIS TOES!
GOT TO PUT HIM OFF-BALANCE BEFORE I MAKE MY MOVE!
WHAT DO YOU DO FOR AN ENCORE JOY-BOY--WAVE BYE-BYE?
HAH! LITTLE MAN IS JOKING WITH TOY.
YOU CAN ONLY JOKE WITH SOMEONE WHO HAS A MIND, BOZO--AND YOU COULDN'T FIND YOURS IF IT WAS NAILED TO YOUR NOSE!
WHAT--? NOBODY INSULTS TOY, LITTLE MAN!
SHUT YOUR MOUTH OR TOY WILL RIP YOU IN HALF--
--LIKE THIS!!
KRIPPPP!
THANKS FOR MAKING THINGS EASY FOR ME, BRIGHT-EYES!
REMIND ME TO RETURN THE FAVOR SOMEDAY!
POW!
KROOM!


ARRHH! BROKEN BRICKS WILL NOT KEEP TOY PINNED DOWN FOR LONG--AND WHEN TOY GETS UP, HE WILL CRUSH YOU INTO PULP!
NOW THAT'S A TRULY DISGUSTING SENTIMENT IF EVER I'VE HEARD ONE. MUST COME FROM FEEDING YOU RAW MEAT THREE TIMES A... UH-OH!
DON'T GO AWAY, JUMBO! I'LL BE BACK AS SOON AS I ATTEND TO SOME UNFINISHED BUSINESS WITH YOUR BOSS!
VVROOM!
CONSISTENT, AREN'T YOU, TINKY? WHENEVER THE GAME STARTS TURNING AGAINST YOU, YOU CUT AND RUN!
WELL, THIS TIME YOU'RE NOT RIDING OFF IN A BLAZE OF GLORY!
THIS TIME YOU'RE STICKING AROUND FOR THE CLIMAX OF OUR LITTLE CHARADE!
SOMEDAY, MY BOY--
--YOUR OVERCONFIDENCE WILL BE THE DEATH OF YOU!
VVRUMM!
VVRUMM!
OH, SWELL. TINKY THREW THE SPIDER-MOBILE INTO REVERSE! I PUT THIS FOUR-WHEELED FARCE DOWN--
--AND TINK'S WALL-CRAWLING TIRES ARE GONNA REARRANGE MY CLASSIC ROMAN PROFILE!
AND THAT, MY CHISEL-CHINNED CHUM, IS SOMETHING MY ADORING PUBLIC WOULD NEVER FORGIVE!
SKREECH!
NO! I'VE PUT TOO MUCH INTO THIS FOR ME TO FAIL NOW!


THE MODIFICATIONS I MADE IN THE SPIDER-MOBILE--!
THE GAS I DEVISED TO CLOG YOUR PORES AND YOUR WEB-SHOOTERS AND THUS NULLIFY YOUR POWERS--!
I COULDN'T HAVE DONE ALL OF THIS IN VAIN!
WANNA BET, CHUCKLES?
UUNNHH!!
BUT THANKS FOR THE INFORMATION ANYWAY, TINKY. NOW THAT I KNOW WHAT YOU DID TO ME, I'LL MAKE SURE IT NEVER HAPPENS AGAIN!
DON'T WORRY THOUGH. YOU'LL HAVE PLENTY OF TIME TO COOK UP NEW NASTINESS-- WHILE YOU'RE RECUPERATING!
EH? MY SPIDER-SENSE-- TINGLING--! WHAT'S GOING... HOLY COW!
HIT THE BRAKES, TINKERER-- FAST! THE SPIDER-MOBILE IS HEADING STRAIGHT FOR A VERY DEAD END!
OH... NO!
MY FOOT WENT RIGHT THRU THE FLOOR!
THEN, FOR HEAVEN'S SAKE, JUMP--
--BEFORE IT'S TOO LATE!
KRROM!
THE TINKERER IS OUT FOR THE COUNT--
--AND IT LOOKS LIKE I'M LIABLE TO JOIN HIM!
HERE COMES THE ONE-MAN CAVALRY AGAIN-- AND THIS TIME HE'S OUT FOR BLOOD!
NOW, LITTLE MAN--TOY WILL CRUSH YOU!
AND MY WEB-SHOOTERS STILL WON'T WORK!
THAT MUSCLE-BOUND MARBLE-HEAD IS GONNA TURN ME INTO A TINKER-TOY...
...UNLESS...


THIS WEB-CANNON MOUNTED ON THE SPIDER-MOBILE--!
K-ROP!
IF IT WORKED FOR THE TINKERER, IT'LL WORK JUST AS WELL FOR ME!
THWAP!
ARRGHH! WEBBING COVERS TOY'S FACE--!
AND FRANKLY, FRIEND-- IT'S A DEFINITE IMPROVEMENT!
NO! TOY WILL STILL REACH YOU, LITTLE MAN! TOY WILL STILL CRUSH YOU!
AND HOW DO YOU FIGURE TO DO THAT, JUMBO?
--SEEING AS HOW YOU'RE COVERED FROM HEAD-TO-TOE WITH A SIX-INCH-THICK WEBBING COCOON?
NO ANSWER, HUH? THEN I GUESS THAT-- ALTHOUGH I ALMOST HATE TO SAY IT-- WRAPS THINGS UP!
EXCEPT FOR ONE MORE DETAIL:..
AND, A SHORT TIME LATER, AT THE MADISON AVENUE OFFICES OF CARTER AND LOMBARDO...
HEY, DID YOU HEAR THAT?
YES, IT SOUNDED LIKE SOMETHING TAPPING ON OUR WINDOW... BUT THAT'S IMPOSSIBLE!
WE'RE ON THE FOURTEENTH...
...FLOOR?
COMPLIMENTS OF YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!
AND GOOD RIDDANCE!
NEXT ISSUE:
THE PULSE-POUNDING PUNISHER RETURNS, IN PURSUIT OF THE MOST ASTONISHING GUEST STAR OF ALL! (OR IS IT THE OTHER WAY AROUND?) BE HERE FOR...
"...AND THE NIGHTCRAWLER CAME PROWLING, PROWLING...!"

SPIDER-MAN
MARVEL COMICS GROUP
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the AMAZING SPIDER-MAN
IT'S THE BATTLE YOU DEMANDED-- AS EVERYONE'S FAVORITE WEB-SLINGER STRUGGLES FOR HIS VERY LIFE AGAINST
NIGHTCRAWLER!
AND IF THAT ISN'T ENOUGH TROUBLE, THE PUNISHER IS GUNNING FOR SPIDEY, TOO!
KANE + ROMITA

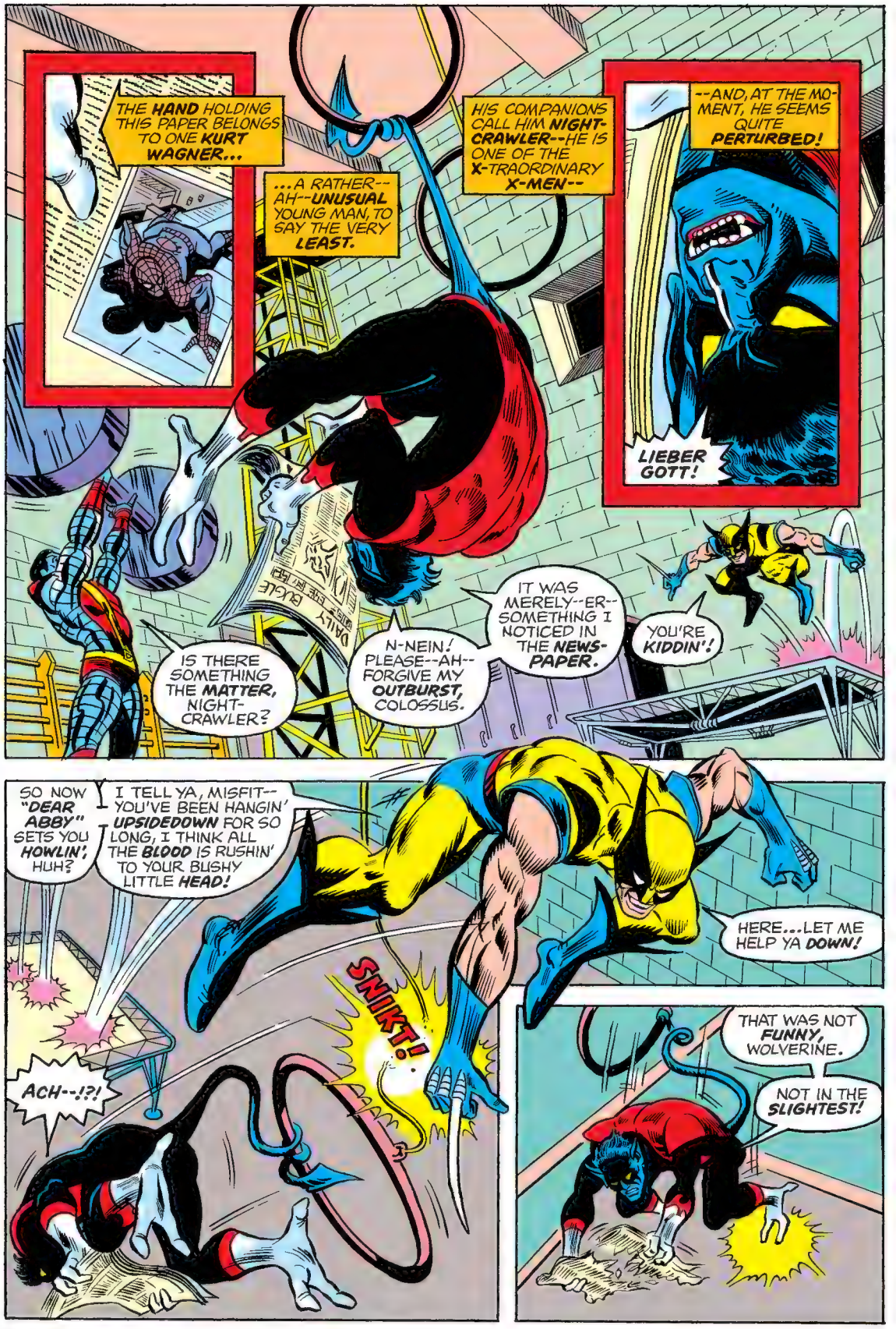
While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

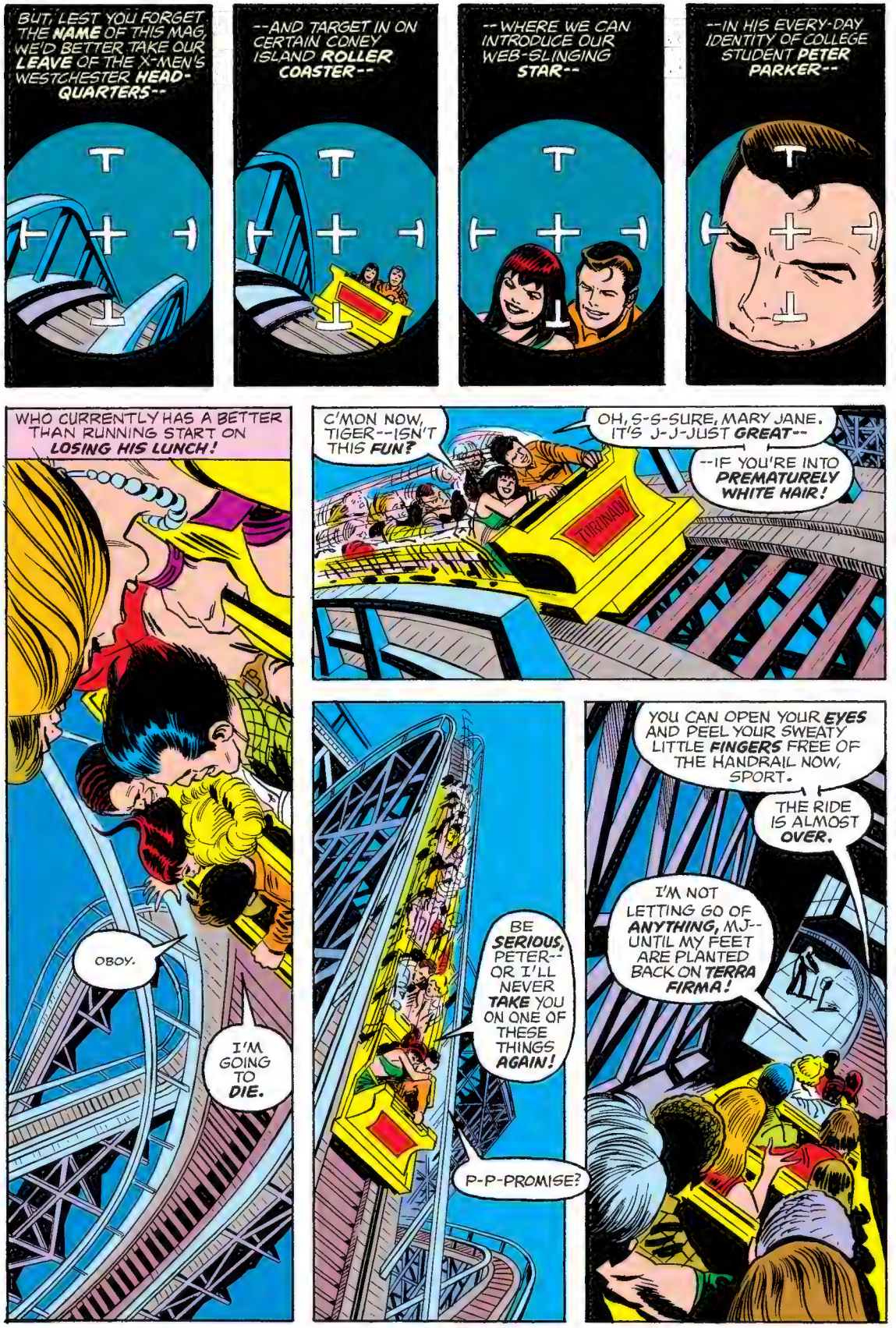
C-09

LEN WEIN WRITER/EDITOR | ROSS ANDRU ILLUSTRATOR | MIKE ESPOSITO EMBELLISHER | GLYNIS WEIN COLORIST | IRV WATANABE LETTERER

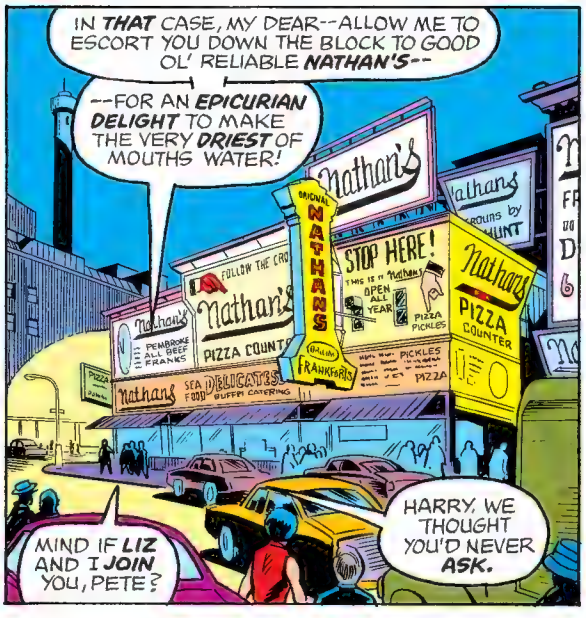
HELPFUL HINT #428: STUDY THE FRONT PAGE OF THIS NEWSPAPER MOST CARE-FULLY, MARVELITE..
--BECAUSE THIS INNOCENT EXAMPLE OF THE FOURTH ESTATE AT WORK IS GOING TO BE RESPONSIBLE FOR MORE ALL-OUT ACTION AND EXCITEMENT THAN YOU'VE EVER BEFORE SEEN ALL AT ONE TIME!
WHAT? YOU DON'T BELIEVE US? THEN JUST TURN THE PAGE, TIGER--AND SEE FOR YOURSELF!
WALL-CRAWLING KILLER STILL AT LARGE!
photo by PETER PARKER
SPIDER-MAN
THE MENACE BEHIND THE MASK BY JONAH JAMESON
3rd SNIPER VICTIM
...AND THE NIGHTCRAWLER CAME PROWLING, PROWLING
DAILY


THE HAND HOLDING THIS PAPER BELONGS TO ONE KURT WAGNER...
...A RATHER--AH--UNUSUAL YOUNG MAN, TO SAY THE VERY LEAST.
HIS COMPANIONS CALL HIM NIGHT-CRAWLER--HE IS ONE OF THE X-TRAORDINARY X-MEN--
--AND, AT THE MOMENT, HE SEEMS QUITE PERTURBED!
LIEBER GOTT!
IS THERE SOMETHING THE MATTER, NIGHT-CRAWLER?
N-NEIN! PLEASE--AH--FORGIVE MY OUTBURST, COLOSSUS.
IT WAS MERELY--ER--SOMETHING I NOTICED IN THE NEWS-PAPER.
YOU'RE KIDDIN'!
SO NOW "DEAR ABBY" SETS YOU HOWLIN', HUH?
I TELL YA, MISFIT--YOU'VE BEEN HANGIN' UPSIDEDOWN FOR SO LONG, I THINK ALL THE BLOOD IS RUSHIN' TO YOUR BUSHY LITTLE HEAD!
HERE...LET ME HELP YA DOWN!
SNIKT!
ACH--!?!
THAT WAS NOT FUNNY, WOLVERINE.
NOT IN THE SLIGHTEST!

HEY, DON'T GET YOUR TAIL IN AN UPROAR, MISFIT. CAN'T YOU TAKE A JOKE?
BY NOW I SHOULD! I'VE BEEN WORKING WITH ONE LONG ENOUGH!
BUT THERE WAS SOMETHING OF IMPORTANCE TO ME IN THAT NEWSPAPER--AND NOW YOU'VE DESTROYED IT!
I WANT AN APOLOGY, WOLVERINE--
--OR I WANT YOUR EARS PINNED BACK!
OH, GOODIE--A THREAT!
I JUST LOVE BEING THREATENED. IT GIVES ME A CHANCE TO KEEP MY CLAWS SHARPENED.
SNIKT!
KNOW WHAT I MEAN?
ALL RIGHT, THAT WILL BE ENOUGH! BOTH OF YOU, CALM DOWN--
--OR I WILL REPORT YOUR BEHAVIOR TO CYCLOPS UPON HIS RETURN!
BETTER BACK OFF, BIG BOY--BEFORE I CUT YOU DOWN TO SIZE!
NIGHTCRAWLER, WH-WHERE ARE YOU GOING?
OUT FOR A BREATH OF FRESH AIR, MY FRIEND.
THE ATMOSPHERE IN THIS GYMNASIUM HAS SUDDENLY BECOME STIFLING!
...ALONE!!
AND BESIDES, COLOSSUS--THERE IS SOMETHING MOST URGENT THAT I MUST ATTEND TO...

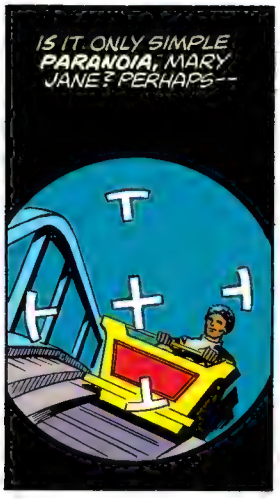

BUT, LEST YOU FORGET THE NAME OF THIS MAG, WE'D BETTER TAKE OUR LEAVE OF THE X-MEN'S WESTCHESTER HEAD-QUARTERS--
--AND TARGET IN ON CERTAIN CONEY ISLAND ROLLER COASTER--
--WHERE WE CAN INTRODUCE OUR WEB-SLINGING STAR--
--IN HIS EVERY-DAY IDENTITY OF COLLEGE STUDENT PETER PARKER--
WHO CURRENTLY HAS A BETTER THAN RUNNING START ON LOSING HIS LUNCH!
C'MON NOW, TIGER--ISN'T THIS FUN?
OH, S-S-SURE, MARY JANE. IT'S J-J-JUST GREAT--
--IF YOU'RE INTO PREMATURELY WHITE HAIR!
TORNADO
OBOY.
I'M GOING TO DIE.
BE SERIOUS, PETER--OR I'LL NEVER TAKE YOU ON ONE OF THESE THINGS AGAIN!
P-P-PROMISE?
YOU CAN OPEN YOUR EYES AND PEEL YOUR SWEATY LITTLE FINGERS FREE OF THE HANDRAIL NOW, SPORT.
THE RIDE IS ALMOST OVER.
I'M NOT LETTING GO OF ANYTHING, MJ--UNTIL MY FEET ARE PLANTED BACK ON TERRA FIRMA!

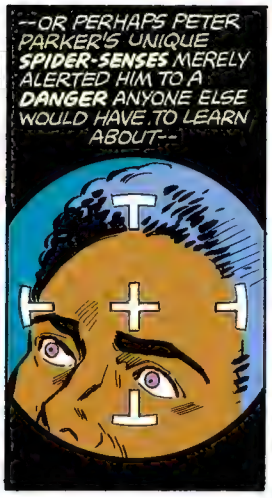
THERE NOW. THAT WASN'T REALLY SO BAD--WAS IT, PETEY?
NO, I GUESS NOT, MJ--NOW THAT MY KNEES HAVE STOPPED KNOCKING.
YOU WANT TO GO AGAIN THEN, TIGER?
YOU WANT A FAT LIP, MS. WATSON?
EX
IT
NO. AS A MATTER OF FACT, WHAT I REALLY WANT IS A HOT DOG-- WITH THE WORKS!

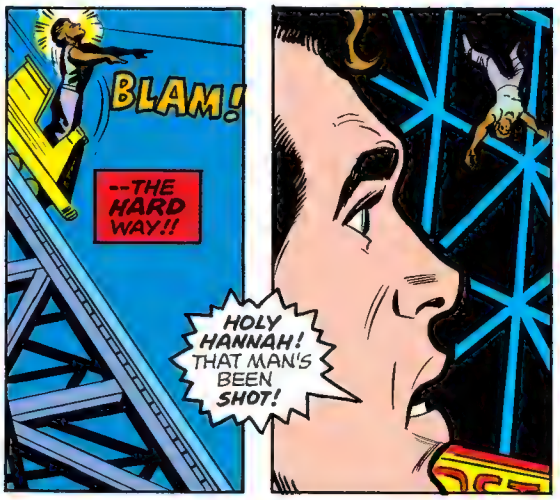

IN THAT CASE, MY DEAR--ALLOW ME TO ESCORT YOU DOWN THE BLOCK TO GOOD OL' RELIABLE NATHAN'S--
--FOR AN EPICURIAN DELIGHT TO MAKE THE VERY DRIEST OF MOUTHS WATER!
Nathan's
ORIGINAL NATHANS FAMOUS FRANKFURTS
STOP HERE!
PIZZA COUNTER
PIZZA
PICKLES
HARRY, WE THOUGHT YOU'D NEVER ASK.
MIND IF LIZ AND I JOIN YOU, PETE?

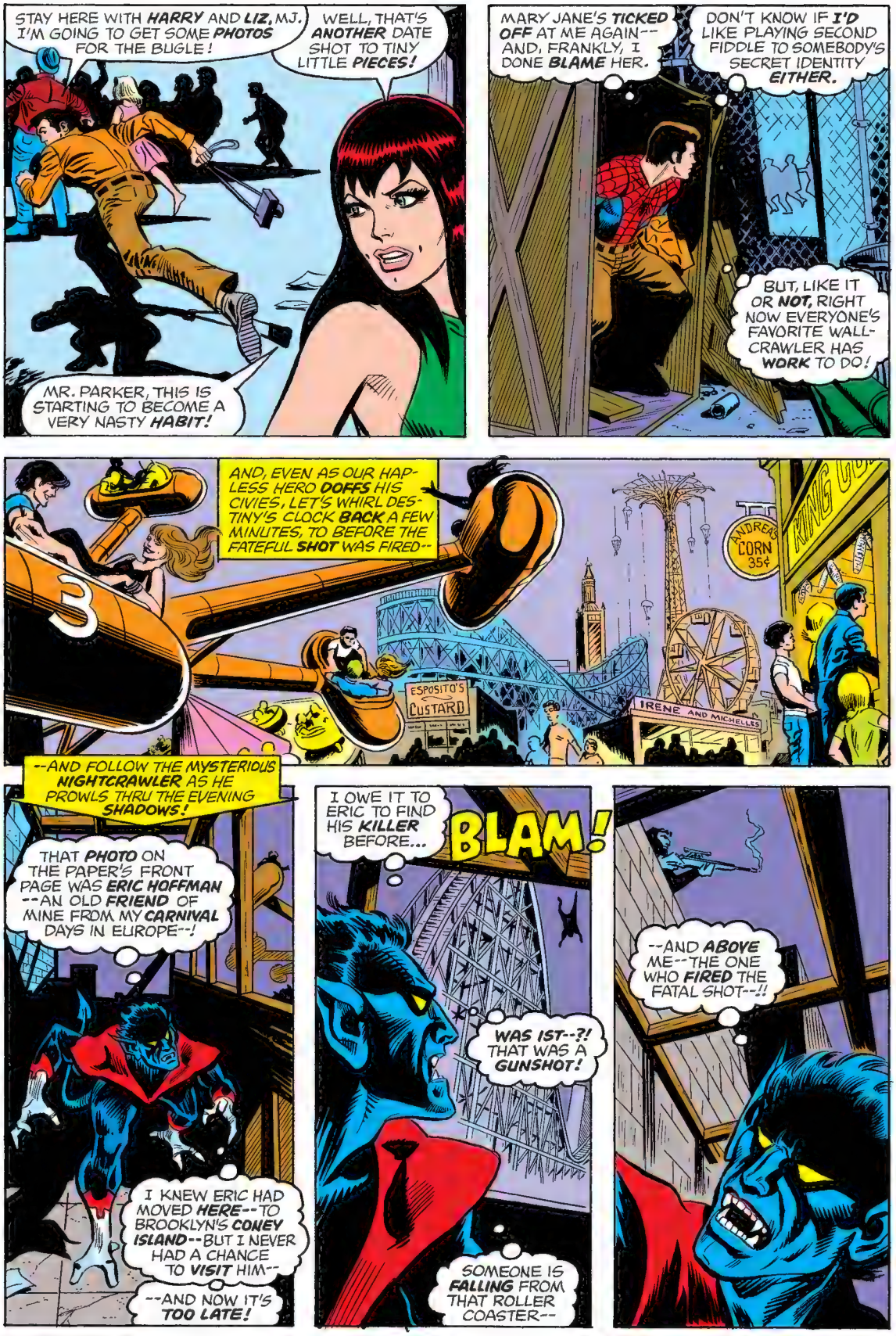
WHAT CAN I DO FOR YOU FOLKS?
MAKE IT TWO ORDERS OF FRIES FOR US.
PLUS ONE FRANK WITH EVERYTHING FOR THE LADY HERE, MY GOOD MAN.
AND HURRY IT, HANDSOME.

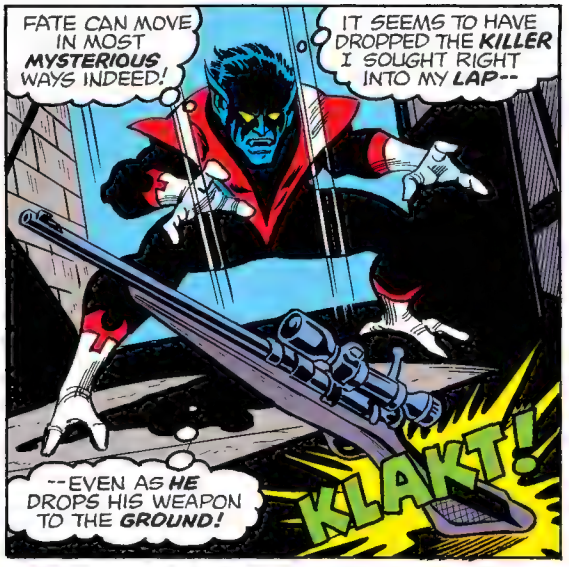
HEY, SORRY ABOUT THE WAY I ACTED ON THAT ROLLER COASTER, RED--
--BUT I JUST COULDN'T ESCAPE THE FEELING THAT SOMEONE WAS WATCHING ME.
Y'KNOW, PETER, THAT'S WHAT I LIKE MOST ABOUT YOU--
--YOU'RE SO CUTE WHEN YOU GET PARANOID.

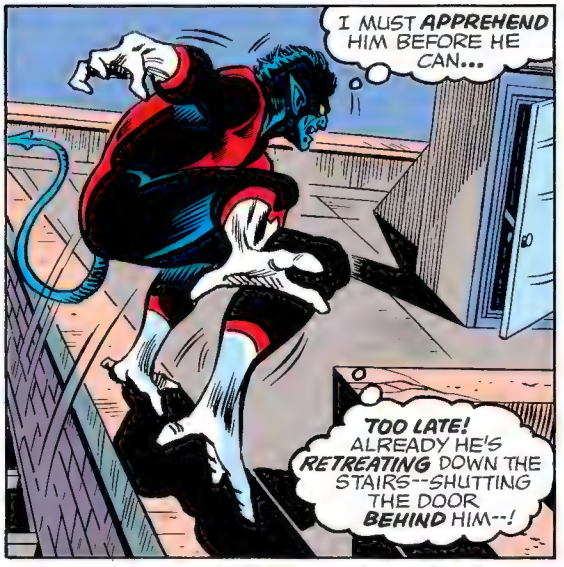

IS IT ONLY SIMPLE PARANOIA, MARY JANE? PERHAPS--


--OR PERHAPS PETER PARKER'S UNIQUE SPIDER-SENSES MERELY ALERTED HIM TO A DANGER ANYONE ELSE WOULD HAVE TO LEARN ABOUT--


BLAM!
--THE HARD WAY!!
HOLY HANNAH! THAT MAN'S BEEN SHOT!


STAY HERE WITH HARRY AND LIZ, MJ. I'M GOING TO GET SOME PHOTOS FOR THE BUGLE!
WELL, THAT'S ANOTHER DATE SHOT TO TINY LITTLE PIECES!
MR. PARKER, THIS IS STARTING TO BECOME A VERY NASTY HABIT!
MARY JANE'S TICKED OFF AT ME AGAIN-- AND, FRANKLY, I DONE BLAME HER.
DON'T KNOW IF I'D LIKE PLAYING SECOND FIDDLE TO SOMEBODY'S SECRET IDENTITY EITHER.
BUT, LIKE IT OR NOT, RIGHT NOW EVERYONE'S FAVORITE WALL-CRAWLER HAS WORK TO DO!
AND, EVEN AS OUR HAPLESS HERO DOFFS HIS CIVIES, LET'S WHIRL DESTINY'S CLOCK BACK A FEW MINUTES, TO BEFORE THE FATEFUL SHOT WAS FIRED--
ESPOSITO'S CUSTARD
ANDREAS CORN 35¢
IRENE AND MICHELLES
--AND FOLLOW THE MYSTERIOUS NIGHTCRAWLER AS HE PROWLS THRU THE EVENING SHADOWS!
THAT PHOTO ON THE PAPER'S FRONT PAGE WAS ERIC HOFFMAN --AN OLD FRIEND OF MINE FROM MY CARNIVAL DAYS IN EUROPE--!
I KNEW ERIC HAD MOVED HERE--TO BROOKLYN'S CONEY ISLAND--BUT I NEVER HAD A CHANCE TO VISIT HIM--
--AND NOW IT'S TOO LATE!
I OWE IT TO ERIC TO FIND HIS KILLER BEFORE...
BLAM!
WAS IST--?! THAT WAS A GUNSHOT!
SOMEONE IS FALLING FROM THAT ROLLER COASTER--
--AND ABOVE ME--THE ONE WHO FIRED THE FATAL SHOT--!!


FATE CAN MOVE IN MOST MYSTERIOUS WAYS INDEED!
IT SEEMS TO HAVE DROPPED THE KILLER I SOUGHT RIGHT INTO MY LAP--
--EVEN AS HE DROPS HIS WEAPON TO THE GROUND!
KLAKT!

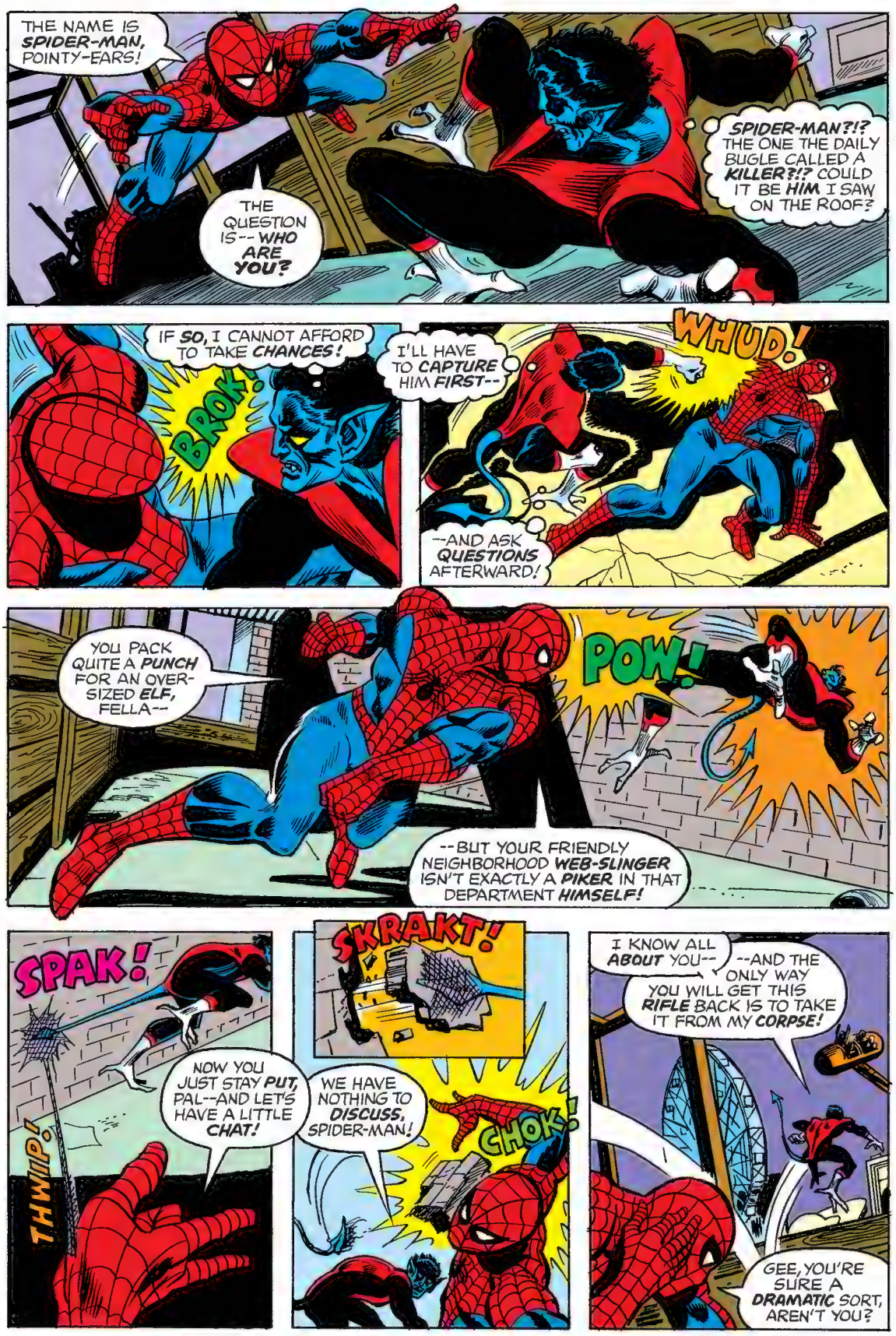

I MUST APPREHEND HIM BEFORE HE CAN...
TOO LATE! ALREADY HE'S RETREATING DOWN THE STAIRS--SHUTTING THE DOOR BEHIND HIM--!

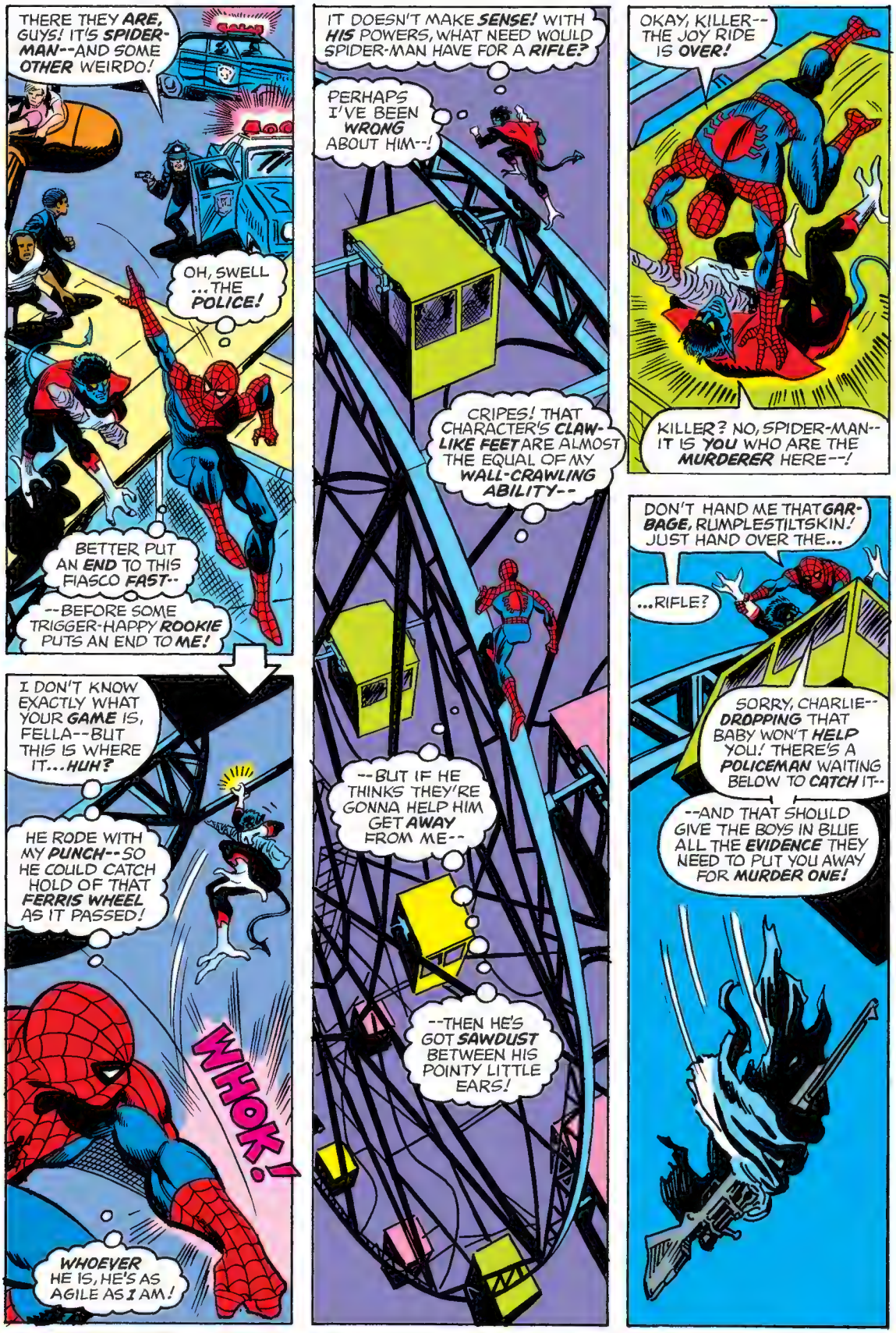
LOCKED--AND IT'S MADE OF SOLID STEEL!
GIVEN TIME, I COULD TEAR THIS FROM ITS HINGES--
--BUT THAT IS TIME I CANNOT AFFORD TO WASTE!

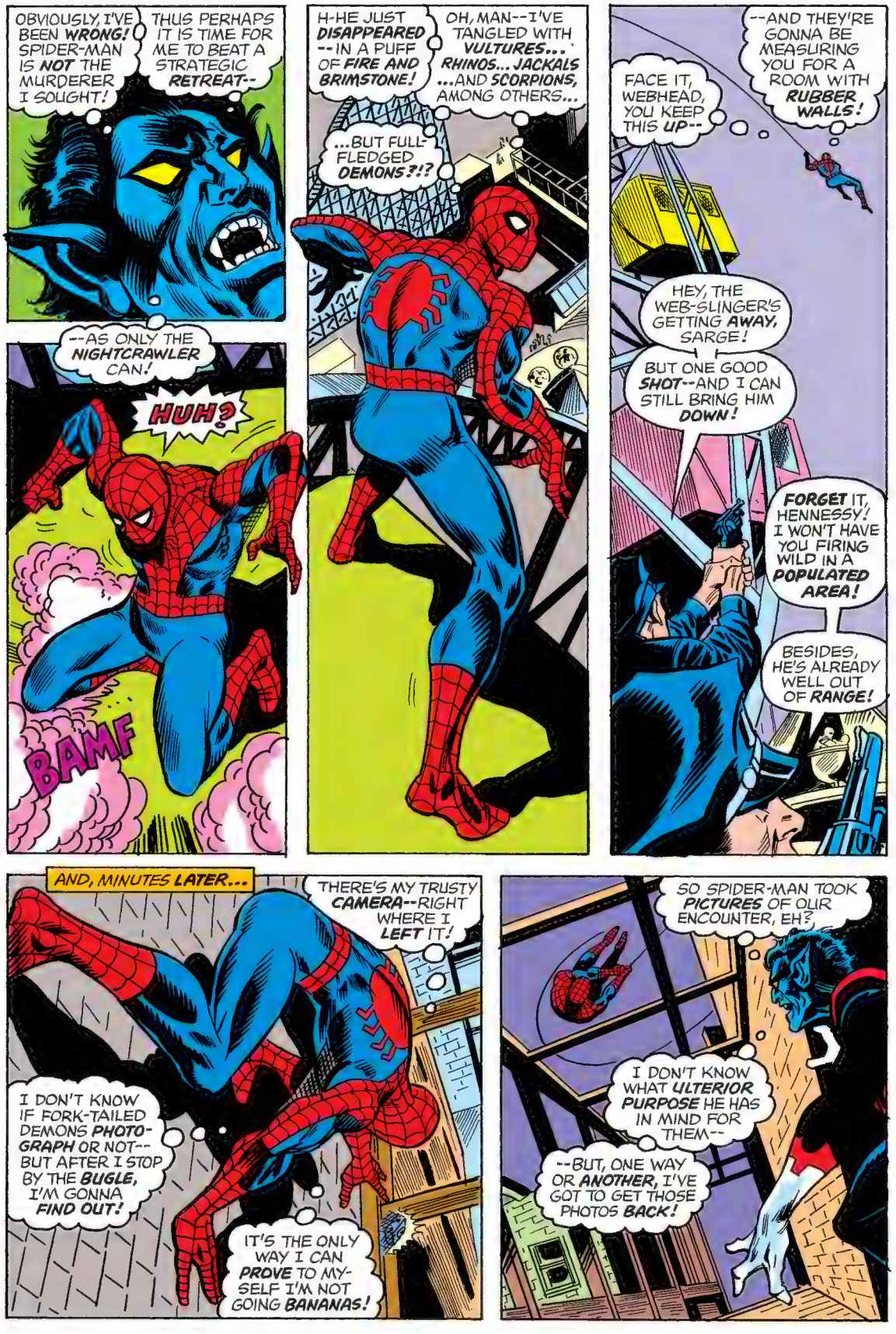
THE KILLER HAS MADE GOOD HIS ESCAPE BY NOW!
I'VE GOT TO RECOVER THE RIFLE HE DROPPED--AND THEN PICK UP HIS TRAIL!

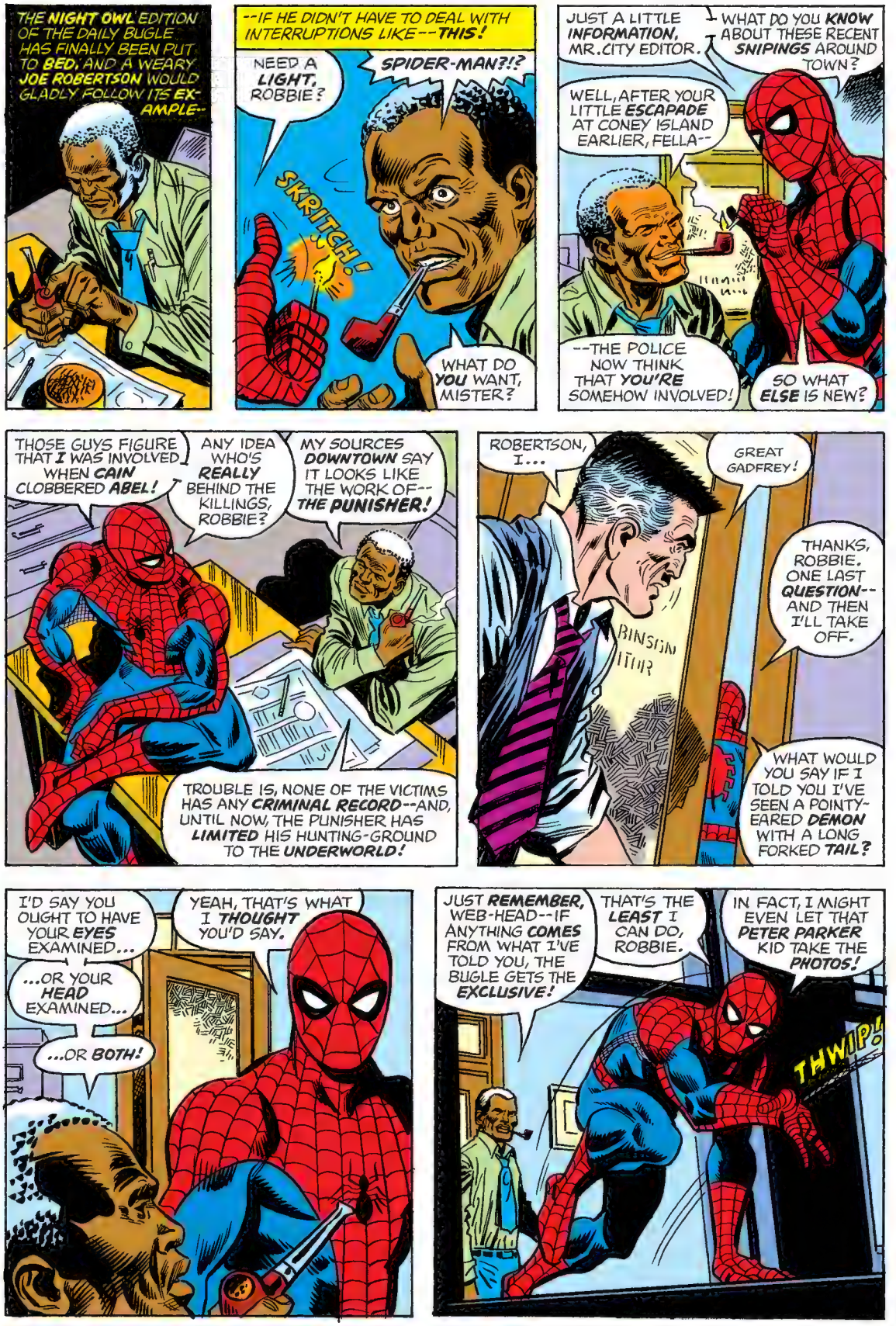
IT IS FORTUNATE THE WEAPON WAS NOT DAMAGED IN THE FALL!
THE AUTHORITIES WILL REQUIRE IT FOR EVIDENCE WHEN THAT COLD-BLOODED MURDERER IS FINALLY BROUGHT TO TRIAL!
NOW I MUST...

THWAKK!
UH-UH, CHUCKLES! YOU'RE NOT GOING ANYWHERE!
AT LEAST, NOT WITH THAT LOADED RIFLE IN YOUR HANDS!
WHO--?!?

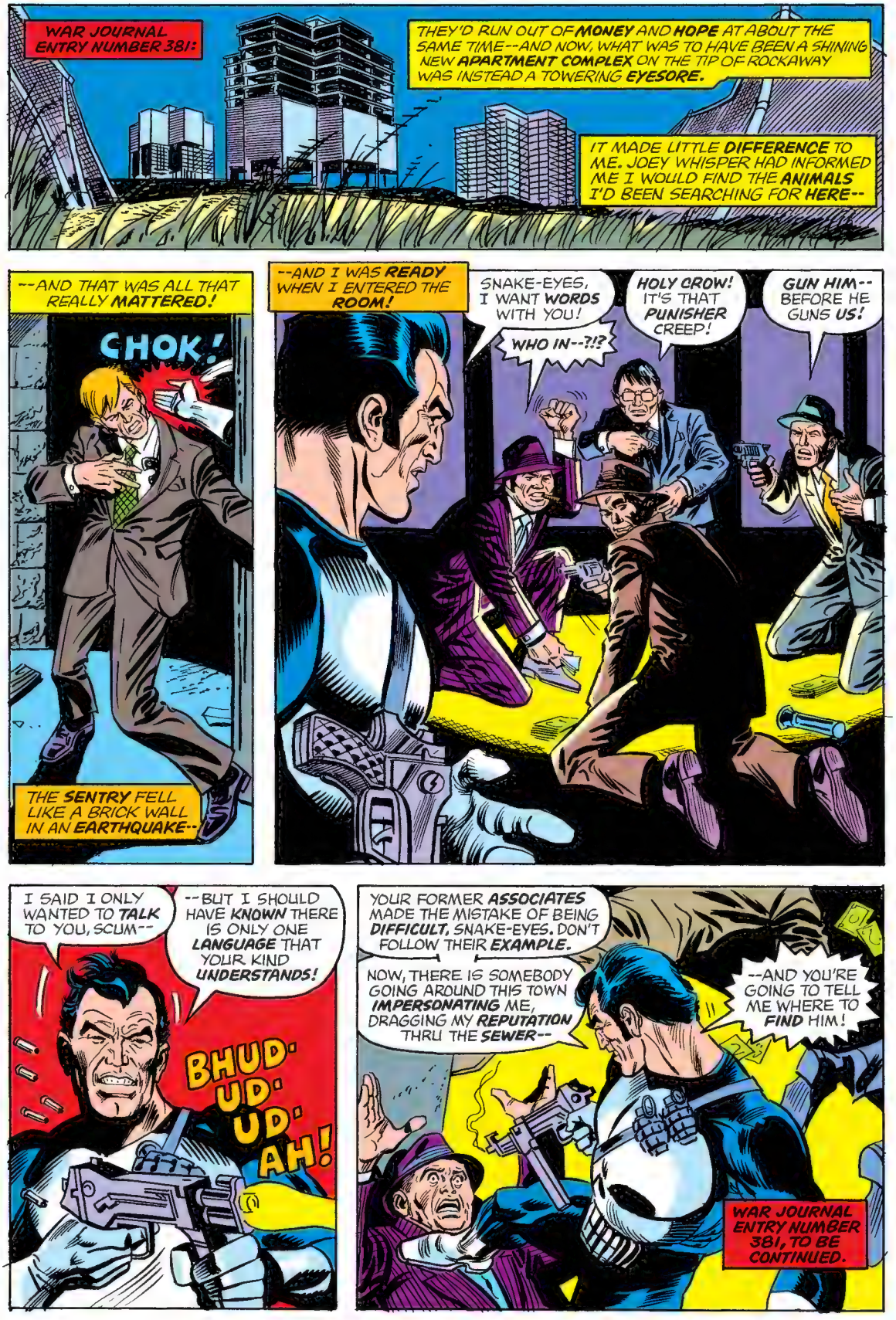

THE NAME IS SPIDER-MAN, POINTY-EARS!
THE QUESTION IS--WHO ARE YOU?
SPIDER-MAN?!? THE ONE THE DAILY BUGLE CALLED A KILLER?!? COULD IT BE HIM I SAW ON THE ROOF?
IF SO, I CANNOT AFFORD TO TAKE CHANCES!
BROK!
I'LL HAVE TO CAPTURE HIM FIRST--
WHUD!
--AND ASK QUESTIONS AFTERWARD!
YOU PACK QUITE A PUNCH FOR AN OVER-SIZED ELF, FELLA--
POW!
--BUT YOUR FRIENDLY NEIGHBORHOOD WEB-SLINGER ISN'T EXACTLY A PIKER IN THAT DEPARTMENT HIMSELF!
SPAK!
THWIP!
NOW YOU JUST STAY PUT, PAL--AND LET'S HAVE A LITTLE CHAT!
SKRAKT!
WE HAVE NOTHING TO DISCUSS, SPIDER-MAN!
CHOK!
I KNOW ALL ABOUT YOU--
--AND THE ONLY WAY YOU WILL GET THIS RIFLE BACK IS TO TAKE IT FROM MY CORPSE!
GEE, YOU'RE SURE A DRAMATIC SORT, AREN'T YOU?

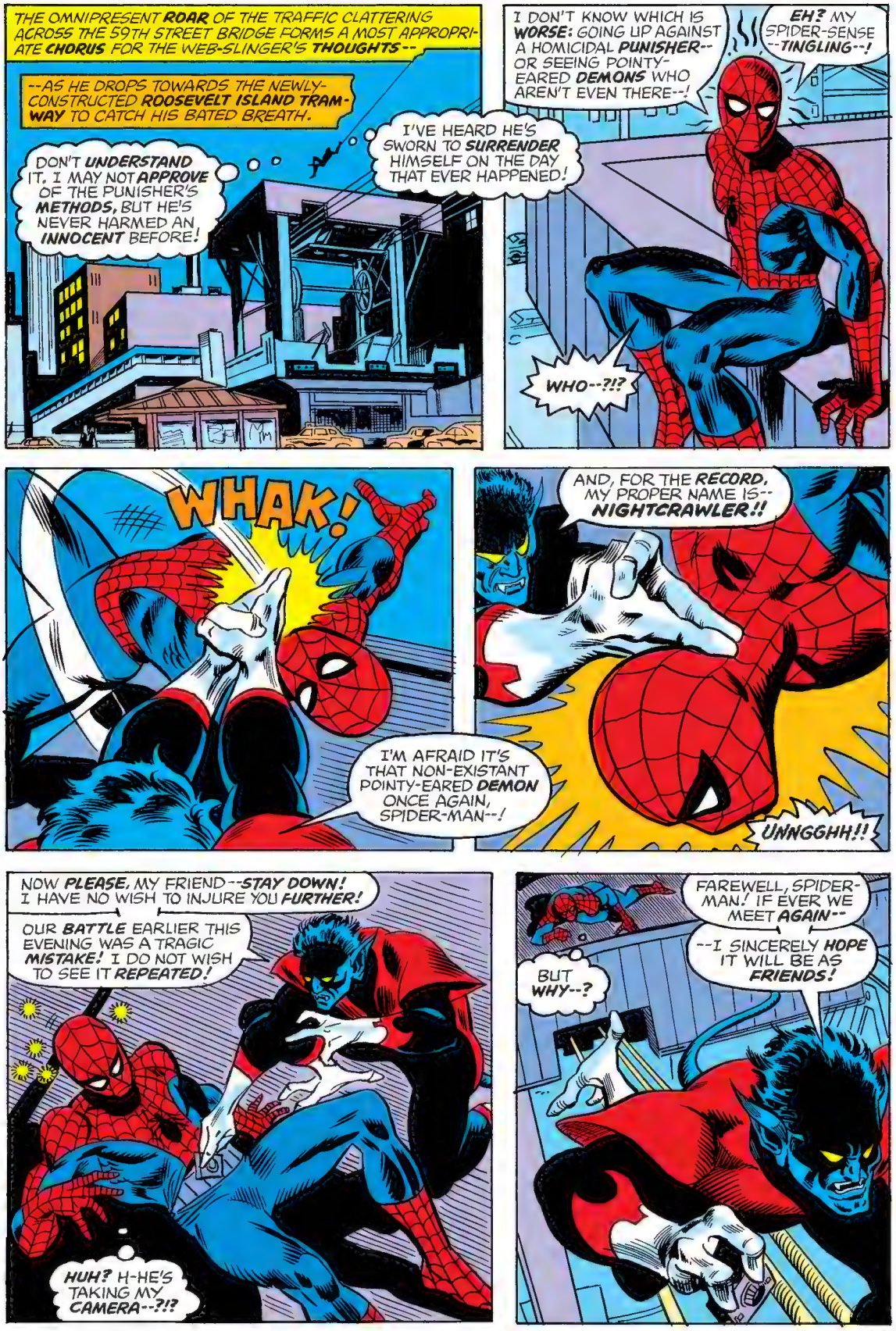

THERE THEY ARE, GUYS! IT'S SPIDER-MAN--AND SOME OTHER WEIRDO!
OH, SWELL ...THE POLICE!
BETTER PUT AN END TO THIS FIASCO FAST--
--BEFORE SOME TRIGGER-HAPPY ROOKIE PUTS AN END TO ME!
I DON'T KNOW EXACTLY WHAT YOUR GAME IS, FELLA--BUT THIS IS WHERE IT... HUH?
HE RODE WITH MY PUNCH--SO HE COULD CATCH HOLD OF THAT FERRIS WHEEL AS IT PASSED!
WHOOK!
WHOEVER HE IS, HE'S AS AGILE AS I AM!
IT DOESN'T MAKE SENSE! WITH HIS POWERS, WHAT NEED WOULD SPIDER-MAN HAVE FOR A RIFLE?
PERHAPS I'VE BEEN WRONG ABOUT HIM--!
CRIPES! THAT CHARACTER'S CLAW-LIKE FEET ARE ALMOST THE EQUAL OF MY WALL-CRAWLING ABILITY--
--BUT IF HE THINKS THEY'RE GONNA HELP HIM GET AWAY FROM ME--
--THEN HE'S GOT SAWDUST BETWEEN HIS POINTY LITTLE EARS!
OKAY, KILLER--THE JOY RIDE IS OVER!
KILLER? NO, SPIDER-MAN--IT IS YOU WHO ARE THE MURDERER HERE--!
DON'T HAND ME THAT GARBAGE, RUMPLESTILTSKIN! JUST HAND OVER THE...
...RIFLE?
SORRY, CHARLIE--DROPPING THAT BABY WON'T HELP YOU! THERE'S A POLICEMAN WAITING BELOW TO CATCH IT--
--AND THAT SHOULD GIVE THE BOYS IN BLUE ALL THE EVIDENCE THEY NEED TO PUT YOU AWAY FOR MURDER ONE!

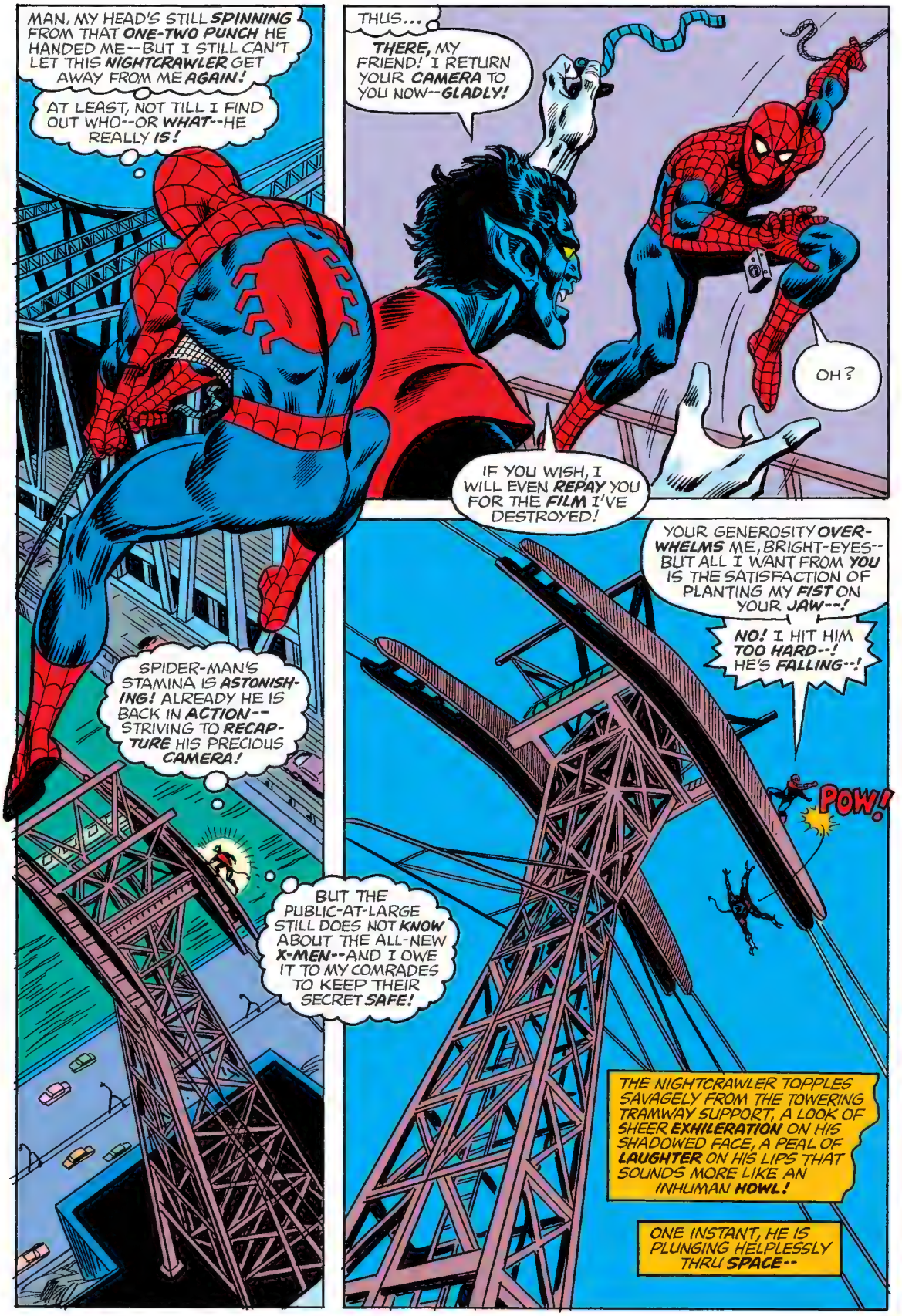

OBVIOUSLY, I'VE BEEN WRONG! SPIDER-MAN IS NOT THE MURDERER I SOUGHT!
THUS PERHAPS IT IS TIME FOR ME TO BEAT A STRATEGIC RETREAT--
--AS ONLY THE NIGHTCRAWLER CAN!
HUH?
BAMF
H-HE JUST DISAPPEARED --IN A PUFF OF FIRE AND BRIMSTONE!
OH, MAN--I'VE TANGLED WITH VULTURES... RHINOS... JACKALS ...AND SCORPIONS, AMONG OTHERS...
...BUT FULL-FLEDGED DEMONS?!?
FACE IT, WEBHEAD, YOU KEEP THIS UP--
--AND THEY'RE GONNA BE MEASURING YOU FOR A ROOM WITH RUBBER WALLS!
HEY, THE WEB-SLINGER'S GETTING AWAY, SARGE!
BUT ONE GOOD SHOT--AND I CAN STILL BRING HIM DOWN!
FORGET IT, HENNESSY! I WON'T HAVE YOU FIRING WILD IN A POPULATED AREA!
BESIDES, HE'S ALREADY WELL OUT OF RANGE!
AND, MINUTES LATER...
THERE'S MY TRUSTY CAMERA--RIGHT WHERE I LEFT IT!
I DON'T KNOW IF FORK-TAILED DEMONS PHOTOGRAPH OR NOT-- BUT AFTER I STOP BY THE BUGLE, I'M GONNA FIND OUT!
IT'S THE ONLY WAY I CAN PROVE TO MYSELF I'M NOT GOING BANANAS!
SO SPIDER-MAN TOOK PICTURES OF OUR ENCOUNTER, EH?
I DON'T KNOW WHAT ULTERIOR PURPOSE HE HAS IN MIND FOR THEM--
--BUT, ONE WAY OR ANOTHER, I'VE GOT TO GET THOSE PHOTOS BACK!

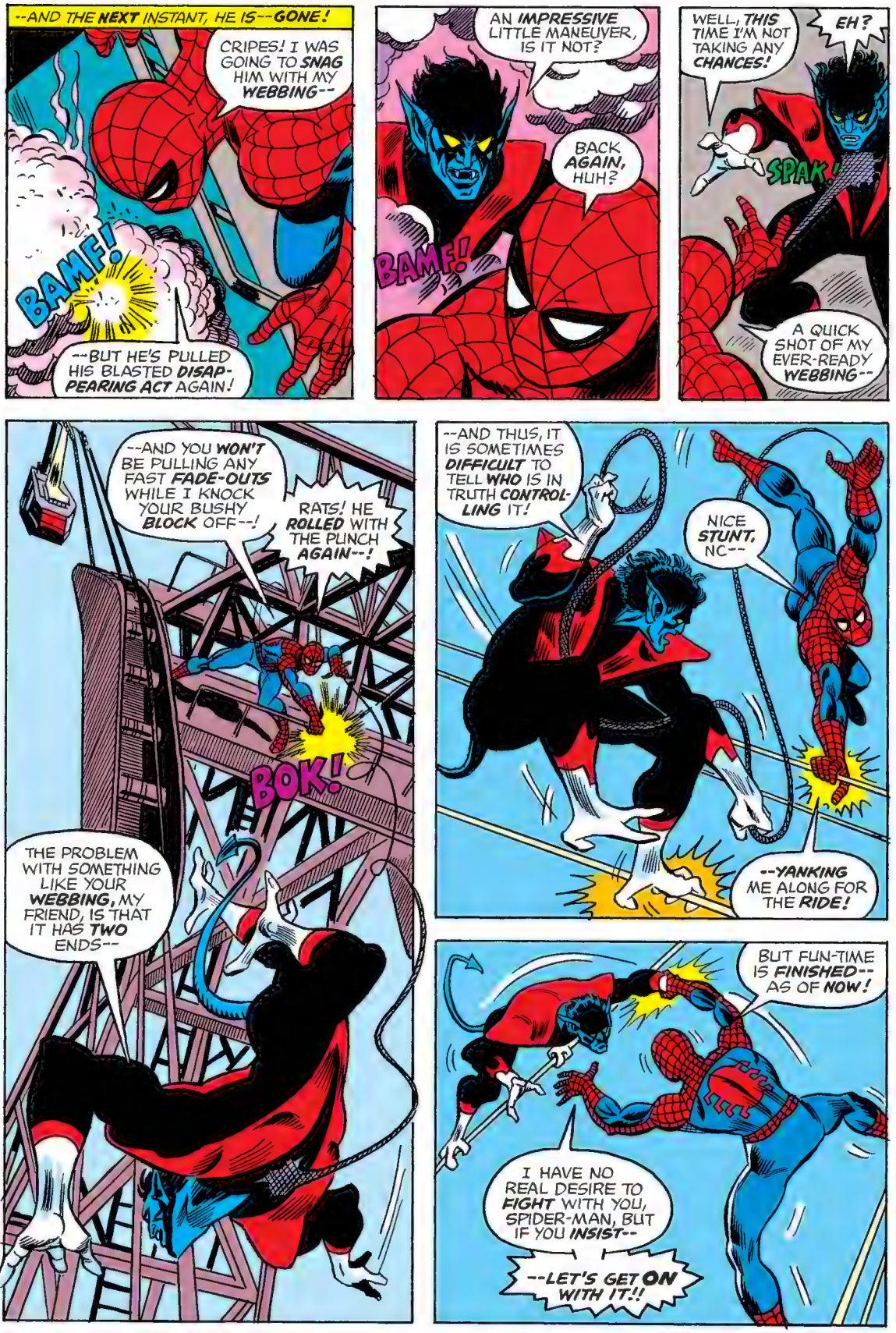

THE NIGHT OWL EDITION OF THE DAILY BUGLE HAS FINALLY BEEN PUT TO BED, AND A WEARY JOE ROBERTSON WOULD GLADLY FOLLOW ITS EX-AMPLE--
--IF HE DIDN'T HAVE TO DEAL WITH INTERRUPTIONS LIKE--THIS!
NEED A LIGHT, ROBBIE?
SPIDER-MAN?!?
SKRITCH!
WHAT DO YOU WANT, MISTER?
JUST A LITTLE INFORMATION, MR. CITY EDITOR.
WHAT DO YOU KNOW ABOUT THESE RECENT SNIPINGS AROUND TOWN?
WELL, AFTER YOUR LITTLE ESCAPADE AT CONEY ISLAND EARLIER, FELLA--
--THE POLICE NOW THINK THAT YOU'RE SOMEHOW INVOLVED!
SO WHAT ELSE IS NEW?
THOSE GUYS FIGURE THAT I WAS INVOLVED WHEN CAIN CLOBBERED ABEL!
ANY IDEA WHO'S REALLY BEHIND THE KILLINGS, ROBBIE?
MY SOURCES DOWNTOWN SAY IT LOOKS LIKE THE WORK OF--THE PUNISHER!
TROUBLE IS, NONE OF THE VICTIMS HAS ANY CRIMINAL RECORD--AND, UNTIL NOW, THE PUNISHER HAS LIMITED HIS HUNTING-GROUND TO THE UNDERWORLD!
ROBERTSON, I...
GREAT GADFREY!
THANKS, ROBBIE. ONE LAST QUESTION--AND THEN I'LL TAKE OFF.
WHAT WOULD YOU SAY IF I TOLD YOU I'VE SEEN A POINTY-EARED DEMON WITH A LONG FORKED TAIL?
I'D SAY YOU OUGHT TO HAVE YOUR EYES EXAMINED...
YEAH, THAT'S WHAT I THOUGHT YOU'D SAY.
...OR YOUR HEAD EXAMINED...
...OR BOTH!
JUST REMEMBER, WEB-HEAD--IF ANYTHING COMES FROM WHAT I'VE TOLD YOU, THE BUGLE GETS THE EXCLUSIVE!
THAT'S THE LEAST I CAN DO, ROBBIE.
IN FACT, I MIGHT EVEN LET THAT PETER PARKER KID TAKE THE PHOTOS!
THWIP!

SO THE WALL-CRAWLER WILL LET PARKER TAKE HIS PHOTOS, EH?
CUTE...REAL CUTE!
MAYBE THAT WEB-HEADED MENACE CAN FOOL THE REST OF THE WORLD--
--BUT HE CAN'T FOOL ME!
SILENTLY, LITERALLY ON TIP-TOE, THE IRASCIBLE PUBLISHER OF THE DAILY BUGLE SNEAKS BACK DOWN THE HALL TO HIS OFFICE--
--THEN CAUTIOUSLY LOCKS THE DOOR BEHIND HIM.
I KNOW WHO HE REALLY IS...
...AND WHAT HE REALLY IS...
CLIK!
...AND BEFORE I'M DONE, THE WHOLE WORLD WILL KNOW AS WELL!
I OWE QUITE A DEBT TO WHO-EVER MAILED ME THIS ANONYMOUS PACKAGE--
--BECAUSE BEFORE I'M THRU, THE PHOTOS IT CONTAINS--
--WILL BRING ABOUT THE INEVITABLE END OF THE KILLER CALLED SPIDER-MAN--
--AND THE FINAL TRIUMPH OF J. JONAH JAMESON!!


WAR JOURNAL ENTRY NUMBER 381:
THEY'D RUN OUT OF MONEY AND HOPE AT ABOUT THE SAME TIME--AND NOW, WHAT WAS TO HAVE BEEN A SHINING NEW APARTMENT COMPLEX ON THE TIP OF ROCKAWAY WAS INSTEAD A TOWERING EYESORE.
IT MADE LITTLE DIFFERENCE TO ME. JOEY WHISPER HAD INFORMED ME I WOULD FIND THE ANIMALS I'D BEEN SEARCHING FOR HERE--
--AND THAT WAS ALL THAT REALLY MATTERED!
CHOK!
THE SENTRY FELL LIKE A BRICK WALL IN AN EARTHQUAKE--
--AND I WAS READY WHEN I ENTERED THE ROOM!
SNAKE-EYES, I WANT WORDS WITH YOU!
WHO IN--?!?
HOLY CROW! IT'S THAT PUNISHER CREEP!
GUN HIM-- BEFORE HE GUNS US!
I SAID I ONLY WANTED TO TALK TO YOU, SCUM--
--BUT I SHOULD HAVE KNOWN THERE IS ONLY ONE LANGUAGE THAT YOUR KIND UNDERSTANDS!
BHUD-UD-UD-AH!
YOUR FORMER ASSOCIATES MADE THE MISTAKE OF BEING DIFFICULT, SNAKE-EYES. DON'T FOLLOW THEIR EXAMPLE.
NOW, THERE IS SOMEBODY GOING AROUND THIS TOWN IMPERSONATING ME, DRAGGING MY REPUTATION THRU THE SEWER--
--AND YOU'RE GOING TO TELL ME WHERE TO FIND HIM!
WAR JOURNAL ENTRY NUMBER 381, TO BE CONTINUED.


THE OMNIPRESENT ROAR OF THE TRAFFIC CLATTERING ACROSS THE 59TH STREET BRIDGE FORMS A MOST APPROPRIATE CHORUS FOR THE WEB-SLINGER'S THOUGHTS--
--AS HE DROPS TOWARDS THE NEWLY-CONSTRUCTED ROOSEVELT ISLAND TRAMWAY TO CATCH HIS BATED BREATH.
DON'T UNDERSTAND IT, I MAY NOT APPROVE OF THE PUNISHER'S METHODS, BUT HE'S NEVER HARMED AN INNOCENT BEFORE!
I'VE HEARD HE'S SWORN TO SURRENDER HIMSELF ON THE DAY THAT EVER HAPPENED!
I DON'T KNOW WHICH IS WORSE: GOING UP AGAINST A HOMICIDAL PUNISHER-- OR SEEING POINTY-EARED DEMONS WHO AREN'T EVEN THERE--!
EH? MY SPIDER-SENSE --TINGLING--!
WHO--?!?
WHAK!
I'M AFRAID IT'S THAT NON-EXISTANT POINTY-EARED DEMON ONCE AGAIN, SPIDER-MAN--!
AND, FOR THE RECORD, MY PROPER NAME IS-- NIGHTCRAWLER!!
UNNGGHH!!
NOW PLEASE, MY FRIEND--STAY DOWN! I HAVE NO WISH TO INJURE YOU FURTHER!
OUR BATTLE EARLIER THIS EVENING WAS A TRAGIC MISTAKE! I DO NOT WISH TO SEE IT REPEATED!
HUH? H-HE'S TAKING MY CAMERA--?!?
FAREWELL, SPIDER-MAN! IF EVER WE MEET AGAIN--
--I SINCERELY HOPE IT WILL BE AS FRIENDS!
BUT WHY--?


MAN, MY HEAD'S STILL SPINNING FROM THAT ONE-TWO PUNCH HE HANDED ME--BUT I STILL CAN'T LET THIS NIGHTCRAWLER GET AWAY FROM ME AGAIN!
AT LEAST, NOT TILL I FIND OUT WHO--OR WHAT--HE REALLY IS!
SPIDER-MAN'S STAMINA IS ASTONISHING! ALREADY HE IS BACK IN ACTION--STRIVING TO RECAPTURE HIS PRECIOUS CAMERA!
BUT THE PUBLIC-AT-LARGE STILL DOES NOT KNOW ABOUT THE ALL-NEW X-MEN--AND I OWE IT TO MY COMRADES TO KEEP THEIR SECRET SAFE!
THUS...
THERE, MY FRIEND! I RETURN YOUR CAMERA TO YOU NOW--GLADLY!
OH?
IF YOU WISH, I WILL EVEN REPAY YOU FOR THE FILM I'VE DESTROYED!
YOUR GENEROSITY OVERWHELMS ME, BRIGHT-EYES--BUT ALL I WANT FROM YOU IS THE SATISFACTION OF PLANTING MY FIST ON YOUR JAW--!
NO! I HIT HIM TOO HARD--! HE'S FALLING--!
POW!
THE NIGHTCRAWLER TOPPLES SAVAGELY FROM THE TOWERING TRAMWAY SUPPORT, A LOOK OF SHEER EXHILERATION ON HIS SHADOWED FACE, A PEAL OF LAUGHTER ON HIS LIPS THAT SOUNDS MORE LIKE AN INHUMAN HOWL!
ONE INSTANT, HE IS PLUNGING HELPLESSLY THRU SPACE--


--AND THE NEXT INSTANT, HE IS--GONE!
CRIPES! I WAS GOING TO SNAG HIM WITH MY WEBBING--
BAMF!
--BUT HE'S PULLED HIS BLASTED DISAP-PEARING ACT AGAIN!
AN IMPRESSIVE LITTLE MANEUVER, IS IT NOT?
BACK AGAIN, HUH?
BAMF!
WELL, THIS TIME I'M NOT TAKING ANY CHANCES!
EH?
SPAK!
A QUICK SHOT OF MY EVER-READY WEBBING--
--AND YOU WON'T BE PULLING ANY FAST FADE-OUTS WHILE I KNOCK YOUR BUSHY BLOCK OFF--!
RATS! HE ROLLED WITH THE PUNCH AGAIN--!
BOK!
THE PROBLEM WITH SOMETHING LIKE YOUR WEBBING, MY FRIEND, IS THAT IT HAS TWO ENDS--
--AND THUS, IT IS SOMETIMES DIFFICULT TO TELL WHO IS IN TRUTH CONTROL-LING IT!
NICE STUNT, NC--
--YANKING ME ALONG FOR THE RIDE!
BUT FUN-TIME IS FINISHED-- AS OF NOW!
I HAVE NO REAL DESIRE TO FIGHT WITH YOU, SPIDER-MAN, BUT IF YOU INSIST--
--LET'S GET ON WITH IT!!

BUT BEFORE A SINGLE PUNCH CAN BE THROWN...
CRIPES! THE CABLE-CAR--!
WAS IST--?!?
GOT TO GET A GRIP ON SOMETHING FAST--
--AND I SEE N.C. HAS DONE LIKEWISE!
NOW THE CABLE-CAR IS STOPPING! BUT THAT IS IMPOSSIBLE--UNLESS SOMETHING HAS INTENTIONALLY JAMMED THE MECHANISM--!
BUT WHY WOULD ANYONE WANT TO DO THAT?
I'M AFRAID I KNOW WHY, FELLA--
--AND, BELIEVE ME, THE ANSWER ISN'T PLEASANT!
THERE THEY ARE--EXACTLY WHERE SNAKE-EYES SAID THEY'D BE--
--AND ONE OF THEM IS THE MAN I'VE COME TO KILL!!

NEXT ISSUE! THE CATACLYSMIC CLIMAX TO THE WILDEST SPIDEY SAGA YET! PLUS--THE MENACE OF THE MAN CALLED JIGSAW! BE HERE FOR... "LET THE PUNISHER FIT THE CRIME!"

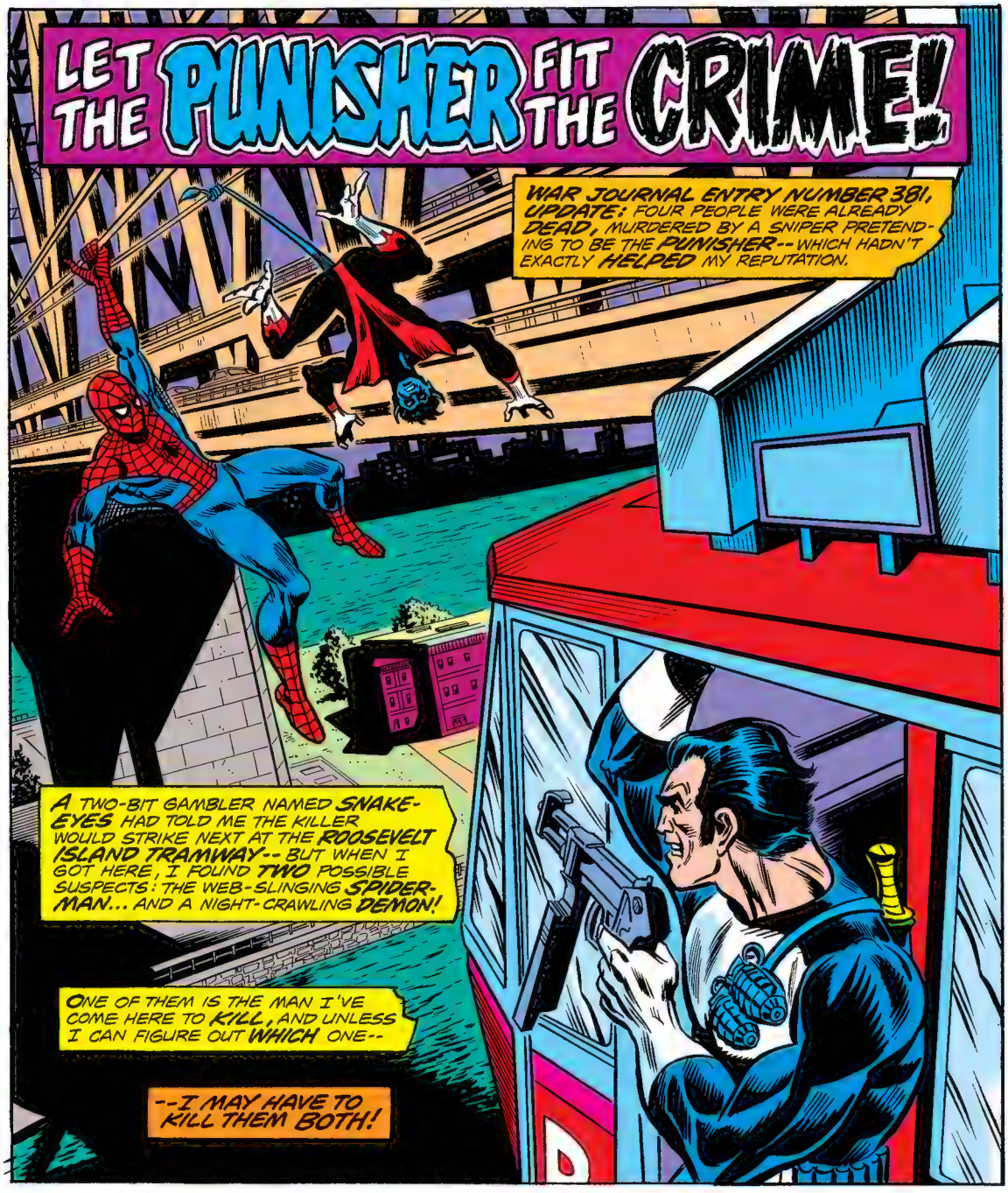
SPIDER-MAN
MARVEL COMICS GROUP™
APPROVED BY THE COMICS CODE AUTHORITY
30¢ CC
162 NOV 02457
the AMAZING SPIDER-MAN®
TM
ONLY ONE OF US IS COMING DOWN FROM HERE ALIVE!
Roosevelt Island
SPIDEY...NIGHTCRAWLER--
AND THE PUNISHER MAKES THREE!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

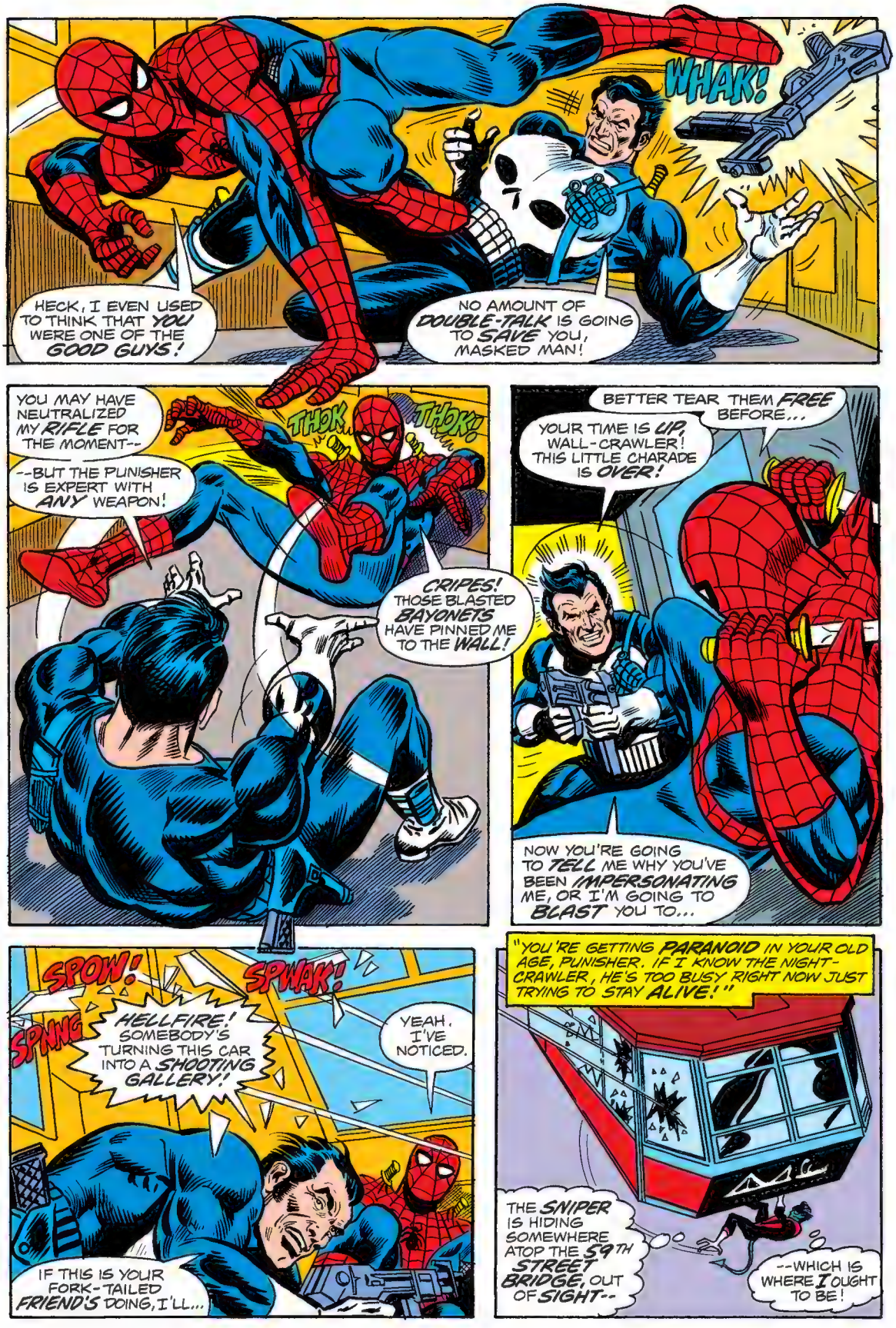
Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

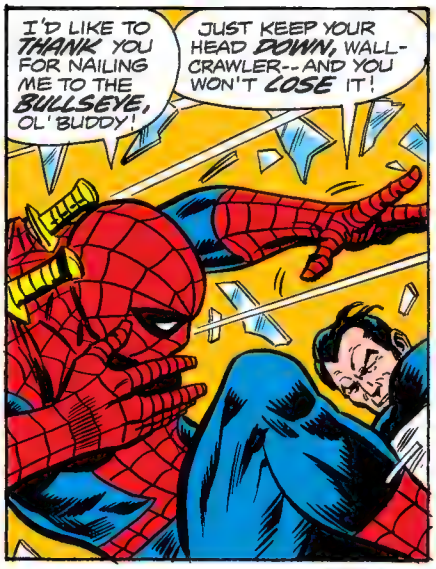
LEN WEIN — WRITER/EDITOR ✱ ROSS ANDRU — ILLUSTRATOR ✱ MIKE ESPOSITO — EMBELLISHER ✱ GLYNIS WEIN — COLORIST ✱ JOHN COSTANZA — LETTERER

LET THE PUNISHER FIT THE CRIME!


WAR JOURNAL ENTRY NUMBER 381, UPDATE: FOUR PEOPLE WERE ALREADY DEAD, MURDERED BY A SNIPER PRETENDING TO BE THE PUNISHER--WHICH HADN'T EXACTLY HELPED MY REPUTATION.
A TWO-BIT GAMBLER NAMED SNAKE-EYES HAD TOLD ME THE KILLER WOULD STRIKE NEXT AT THE ROOSEVELT ISLAND TRAMWAY--BUT WHEN I GOT HERE, I FOUND TWO POSSIBLE SUSPECTS: THE WEB-SLINGING SPIDER-MAN... AND A NIGHT-CRAWLING DEMON!
ONE OF THEM IS THE MAN I'VE COME HERE TO KILL, AND UNLESS I CAN FIGURE OUT WHICH ONE--
--I MAY HAVE TO KILL THEM BOTH!

SPIDER-MAN, THE ONE WITH THE RIFLE-- THE ONE WHO TRIED TO KNOCK US FROM THESE CABLES-- MUST BE THE KILLER WE SEEK!
I WAS HOPING THE POLICE WERE WRONG ABOUT YOU TURNING ROGUE, PUNISHER--
--BUT I GUESS THAT WAS TOO MUCH TO ASK FOR!
THWIP!
SPAK!
STAY PUT, WALL-CRAWLER! DON'T TRY ANY-THING STUPID!
NO CHANCE, CHUM! I'M NOT PLAYING SITTING DUCK FOR ANYBODY-- ESPECIALLY YOU!
BHUD-UD-UD
BLAST IT, WEB-SLINGER-- I WARNED YOU!
NOW I'M WARNING YOU, MURDERER--
THWUD!
--PUT YOUR GUNS DOWN AND YOUR HANDS UP!
CHRASH!
HIS NAME IS NIGHTCRAWLER, PUNISHER--AND UP TILL A LITTLE WHILE AGO, I THOUGHT HE WAS RESPONSIBLE FOR THE MURDERS YOU COMMITTED!
BUT THEN, I NEVER WAS MUCH OF A JUDGE OF CHARACTER!
YOU'LL HAVE TO SETTLE FOR ME PUTTING MY FOOT UP INSTEAD, DEMON!


WHAK!
HECK, I EVEN USED TO THINK THAT YOU WERE ONE OF THE GOOD GUYS!
NO AMOUNT OF DOUBLE-TALK IS GOING TO SAVE YOU, MASKED MAN!
YOU MAY HAVE NEUTRALIZED MY RIFLE FOR THE MOMENT--
--BUT THE PUNISHER IS EXPERT WITH ANY WEAPON!
THOK
THOK!
CRIPES! THOSE BLASTED BAYONETS HAVE PINNED ME TO THE WALL!
BETTER TEAR THEM FREE BEFORE...
YOUR TIME IS UP, WALL-CRAWLER! THIS LITTLE CHARADE IS OVER!
NOW YOU'RE GOING TO TELL ME WHY YOU'VE BEEN IMPERSONATING ME, OR I'M GOING TO BLAST YOU TO...
SPOW!
SPWAK!
SPANG
HELLFIRE! SOMEBODY'S TURNING THIS CAR INTO A SHOOTING GALLERY!
YEAH. I'VE NOTICED.
IF THIS IS YOUR FORK-TAILED FRIEND'S DOING, I'LL...
"YOU'RE GETTING PARANOID IN YOUR OLD AGE, PUNISHER. IF I KNOW THE NIGHT-CRAWLER, HE'S TOO BUSY RIGHT NOW JUST TRYING TO STAY ALIVE!"
THE SNIPER IS HIDING SOMEWHERE ATOP THE 59TH STREET BRIDGE, OUT OF SIGHT--
--WHICH IS WHERE I OUGHT TO BE!

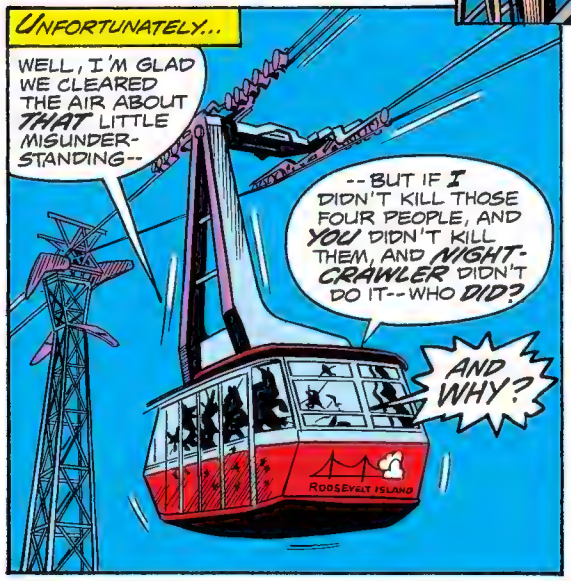

I'D LIKE TO THANK YOU FOR NAILING ME TO THE BULLSEYE, OL' BUDDY!
JUST KEEP YOUR HEAD DOWN, WALL-CRAWLER--AND YOU WON'T LOSE IT!

HEY--THE SHOOTING'S STOPPED!
AND I SEE YOU'VE BOTH COME THRU THE BARRAGE IN ONE PIECE!
YOU! GET IN HERE, FORK-TAIL! I HAVE A FEW QUESTIONS TO ASK YOU ABOUT...

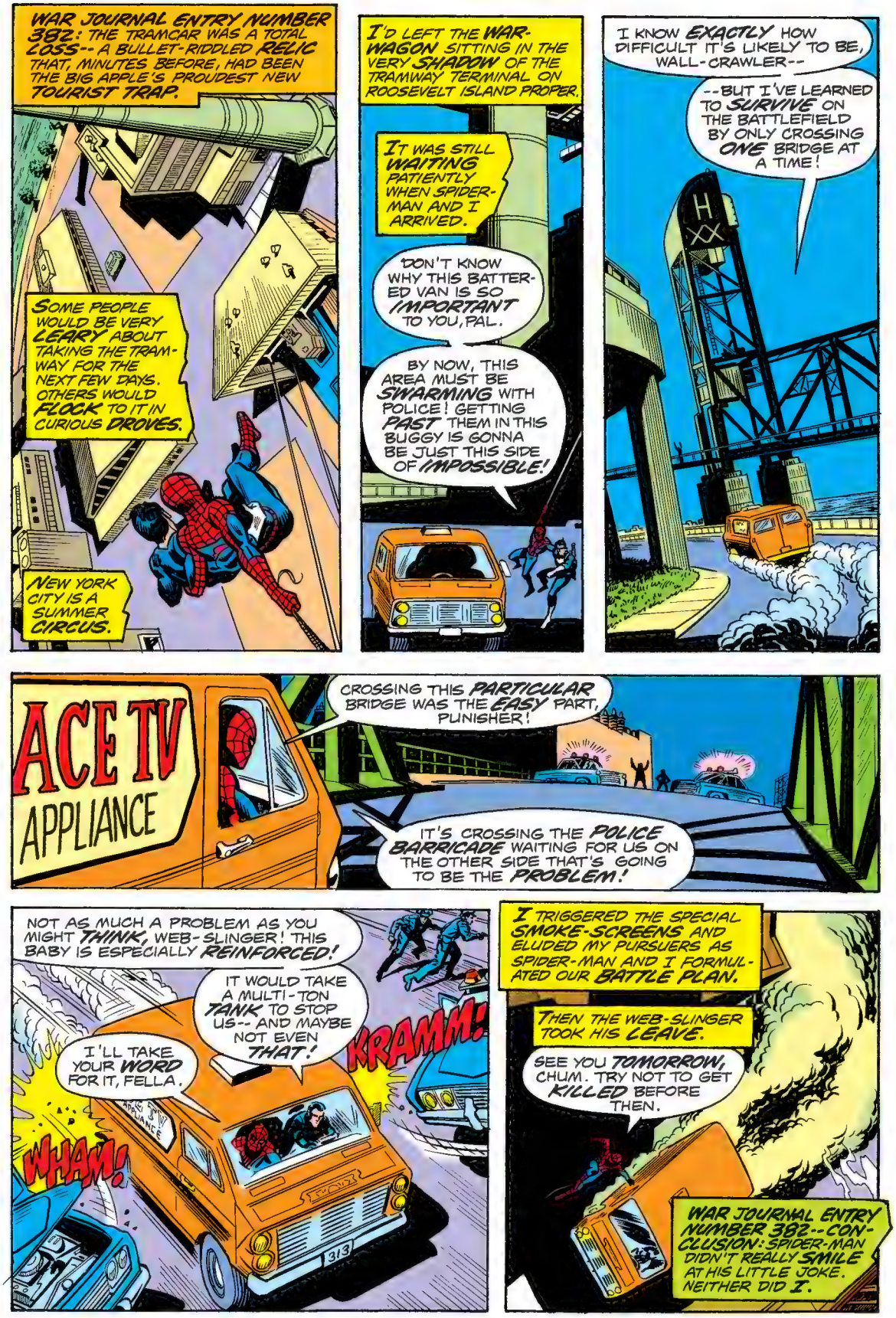
WHAT--?!? H-HE DISAPPEARED!
UH-HUH SURE IS DISCONCERTING, AIN'T IT?
BAMF

THE STRAIN OF TELEPORTING THIS DISTANCE IS ALMOST UNBEARABLE--
--BUT AFTER ALL I'VE GONE THRU TO PROTECT MY ANONYMITY TONIGHT, * I JUST COULDN'T RISK BEING CAPTURED BY THAT PISTOL-PACKING PUNISHER!
* DISPLAYED IN ALL ITS DRAMATIC DETAIL LAST ISH. -- LEN.

I'LL REST HERE UNTIL I REGAIN MY STRENGTH, AND THEN...
LIEBER GOTT! THERE IS THE ASSASSIN, MAKING GOOD HIS ESCAPE-- AND I AM STILL FAR TOO WEAK TO PURSUE HIM!
I CAN ONLY HOPE THAT SPIDER-MAN OR THE PUNISHER HAVE SPOTTED HIM AS WELL!

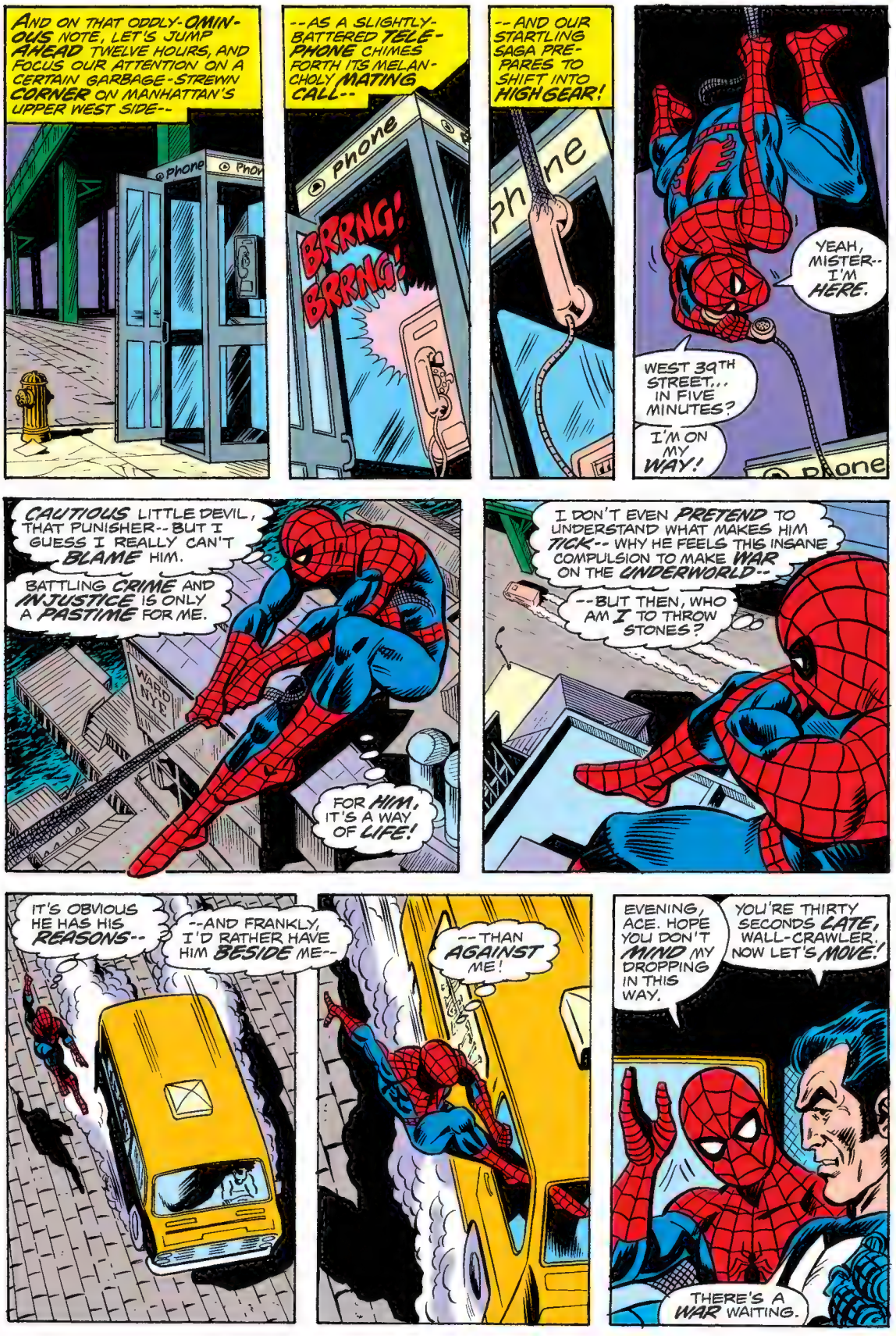

UNFORTUNATELY...
WELL, I'M GLAD WE CLEARED THE AIR ABOUT THAT LITTLE MISUNDER-STANDING--
--BUT IF I DIDN'T KILL THOSE FOUR PEOPLE, AND YOU DIDN'T KILL THEM, AND NIGHT-CRAWLER DIDN'T DO IT--WHO DID?
AND WHY?
ROOSEVELT ISLAND

THOSE ARE QUESTIONS WE'LL HAVE TO ANSWER AS WE GO ALONG, MY FRIEND.
"WE"?
YOU'VE EARNED YOURSELF A PLACE IN THIS OPERATION IF YOU WANT IT, WEBHEAD.
TRY KEEPING ME AWAY.

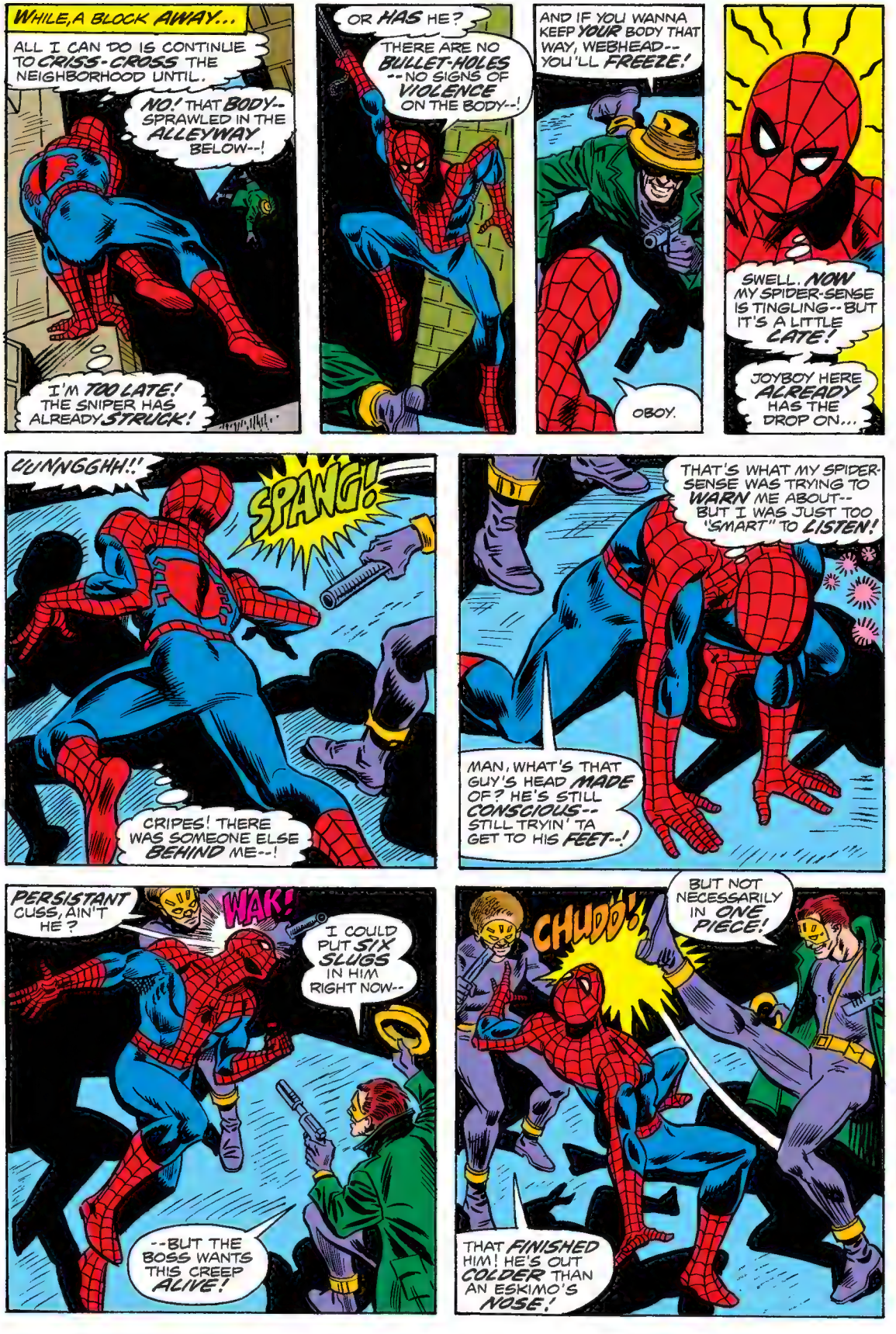

WAR JOURNAL ENTRY NUMBER 382: THE TRAMCAR WAS A TOTAL LOSS--A BULLET-RIDDLED RELIC THAT, MINUTES BEFORE, HAD BEEN THE BIG APPLE'S PROUDEST NEW TOURIST TRAP.
SOME PEOPLE WOULD BE VERY LEARY ABOUT TAKING THE TRAMWAY FOR THE NEXT FEW DAYS. OTHERS WOULD FLOCK TO IT IN CURIOUS DROVES.
NEW YORK CITY IS A SUMMER CIRCUS.
I'D LEFT THE WAR-WAGON SITTING IN THE VERY SHADOW OF THE TRAMWAY TERMINAL ON ROOSEVELT ISLAND PROPER.
IT WAS STILL WAITING PATIENTLY WHEN SPIDER-MAN AND I ARRIVED.
DON'T KNOW WHY THIS BATTERED VAN IS SO IMPORTANT TO YOU, PAL.
BY NOW, THIS AREA MUST BE SWARMING WITH POLICE! GETTING PAST THEM IN THIS BUGGY IS GONNA BE JUST THIS SIDE OF IMPOSSIBLE!
I KNOW EXACTLY HOW DIFFICULT IT'S LIKELY TO BE, WALL-CRAWLER--
--BUT I'VE LEARNED TO SURVIVE ON THE BATTLEFIELD BY ONLY CROSSING ONE BRIDGE AT A TIME!
ACE TV APPLIANCE
CROSSING THIS PARTICULAR BRIDGE WAS THE EASY PART, PUNISHER!
IT'S CROSSING THE POLICE BARRICADE WAITING FOR US ON THE OTHER SIDE THAT'S GOING TO BE THE PROBLEM!
NOT AS MUCH A PROBLEM AS YOU MIGHT THINK, WEB-SLINGER! THIS BABY IS ESPECIALLY REINFORCED!
IT WOULD TAKE A MULTI-TON TANK TO STOP US--AND MAYBE NOT EVEN THAT!
I'LL TAKE YOUR WORD FOR IT, FELLA.
KRAMM!
WHAM!
I TRIGGERED THE SPECIAL SMOKE-SCREENS AND ELUDED MY PURSUERS AS SPIDER-MAN AND I FORMULATED OUR BATTLE PLAN.
THEN THE WEB-SLINGER TOOK HIS LEAVE.
SEE YOU TOMORROW, CHUM. TRY NOT TO GET KILLED BEFORE THEN.
WAR JOURNAL ENTRY NUMBER 382--CONCLUSION: SPIDER-MAN DIDN'T REALLY SMILE AT HIS LITTLE JOKE. NEITHER DID I.

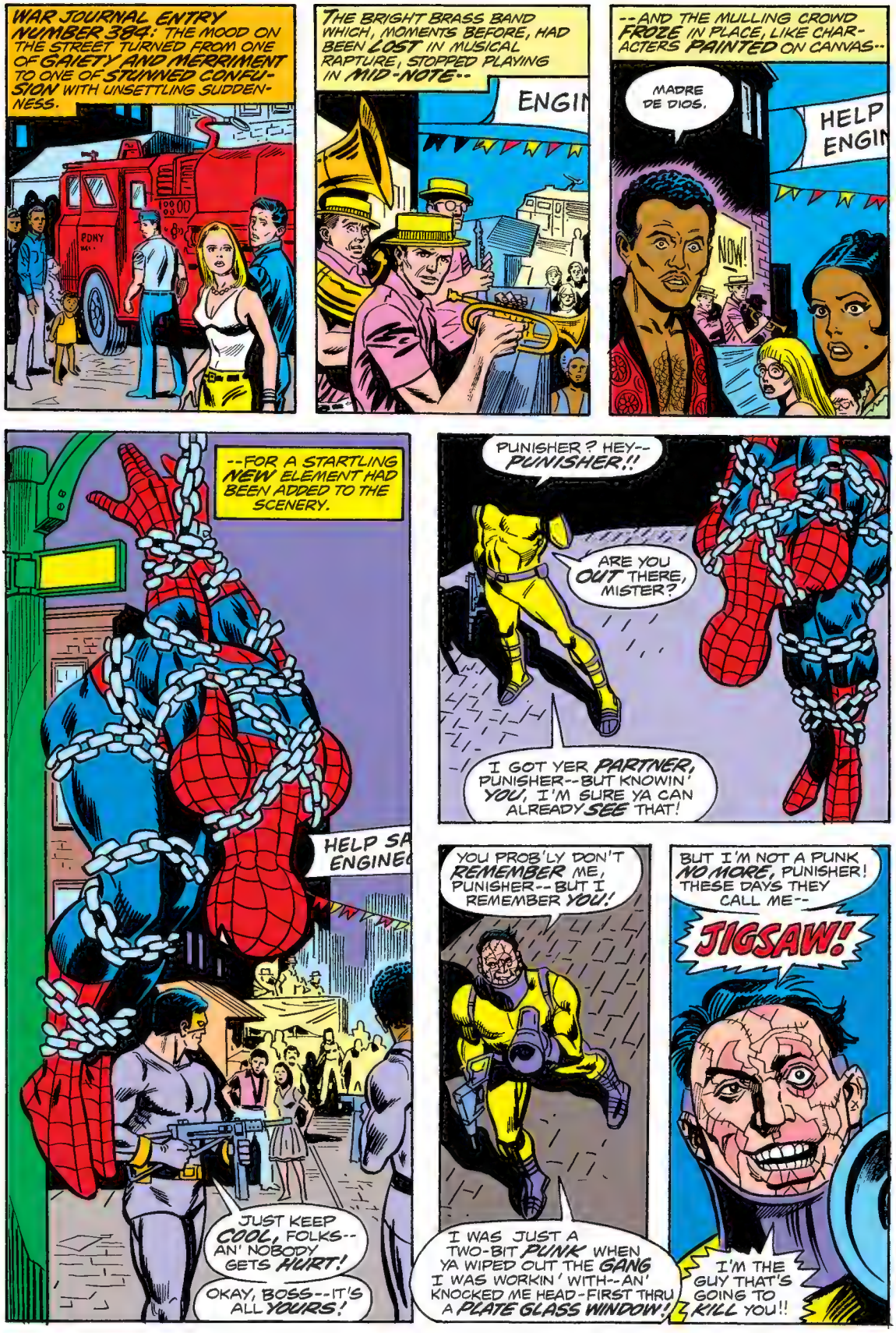
THE CAMPUS OF EMPIRE STATE UNIVERSITY, EARLY THE FOLLOWING DAY...
HARRY, BIOLOGY CLASS JUST ISN'T THE SAME WITHOUT PROFESSOR WARREN THERE TO...
MORNING, MR. PARKER.
FINISH THAT OH-SO-IMPORTANT PHOTO ASSIGNMENT YOU ABANDONED ME FOR LAST NIGHT?
HI, MARY JANE... FLASH. WHAT ARE YOU TWO DOING, BESIDES GETTING GRASS STAINS ON YOUR CLOTHES?
WE'RE COMMUNING WITH NATURE, PETE--YOU KNOW, SOAKING UP THE RAYS OF THE GLORIOUS SUN AND SUCH.
YOU OUGHT TO TRY IT SOMETIME, TIGER--WHEN YOU'RE NOT RUSHING OFF TO WIN THE PULITZER PRIZE.
LOOK, MARY JANE, ABOUT LAST NIGHT...
WHAT ABOUT IT, PETER? I PROMISED YOU I WASN'T GOING TO PLAY THE POSSESSIVE SHE-CAT ANYMORE, REMEMBER?
AND MARY JANE WATSON ALWAYS KEEPS HER WORD!
CRIPES! LOOK AT THE TIME!
WE'D BETTER GET GOIN', MJ.
LISTEN, PETER--WHENEVER YOU GET A NIGHT FREE, GIVE ME A CALL, HUH?
MY NUMBER IS IN THE BOOK.
SEE YA AROUND, PARKER.
SWELL. JUST WHAT I NEEDED--THE OLD "YOU'RE-NOT-THE-ONLY-FISH-IN-THE-SEA" ROUTINE
MJ'S STILL MAD AT ME BECAUSE I LEFT HER STRANDED AT CONEY ISLAND LAST NIGHT--BUT I HAD NO CHOICE.
SOMEONE HAD JUST BEEN MURDERED! SPIDER-MAN HAD TO GO INTO ACTION...
...DIDN'T HE?
THE MORE I THINK ABOUT IT, THE MORE I WONDER WHETHER... HUH?
THAT'S J. JONAH JAMESON!
WHAT'S HE DOING HERE?
I TELL YA, I'VE GOT JUST ABOUT ALL THE GRIEF I CAN HANDLE RIGHT NOW!
ANY MORE--AND I MAY JUST GO LIE DOWN IN TRAFFIC!

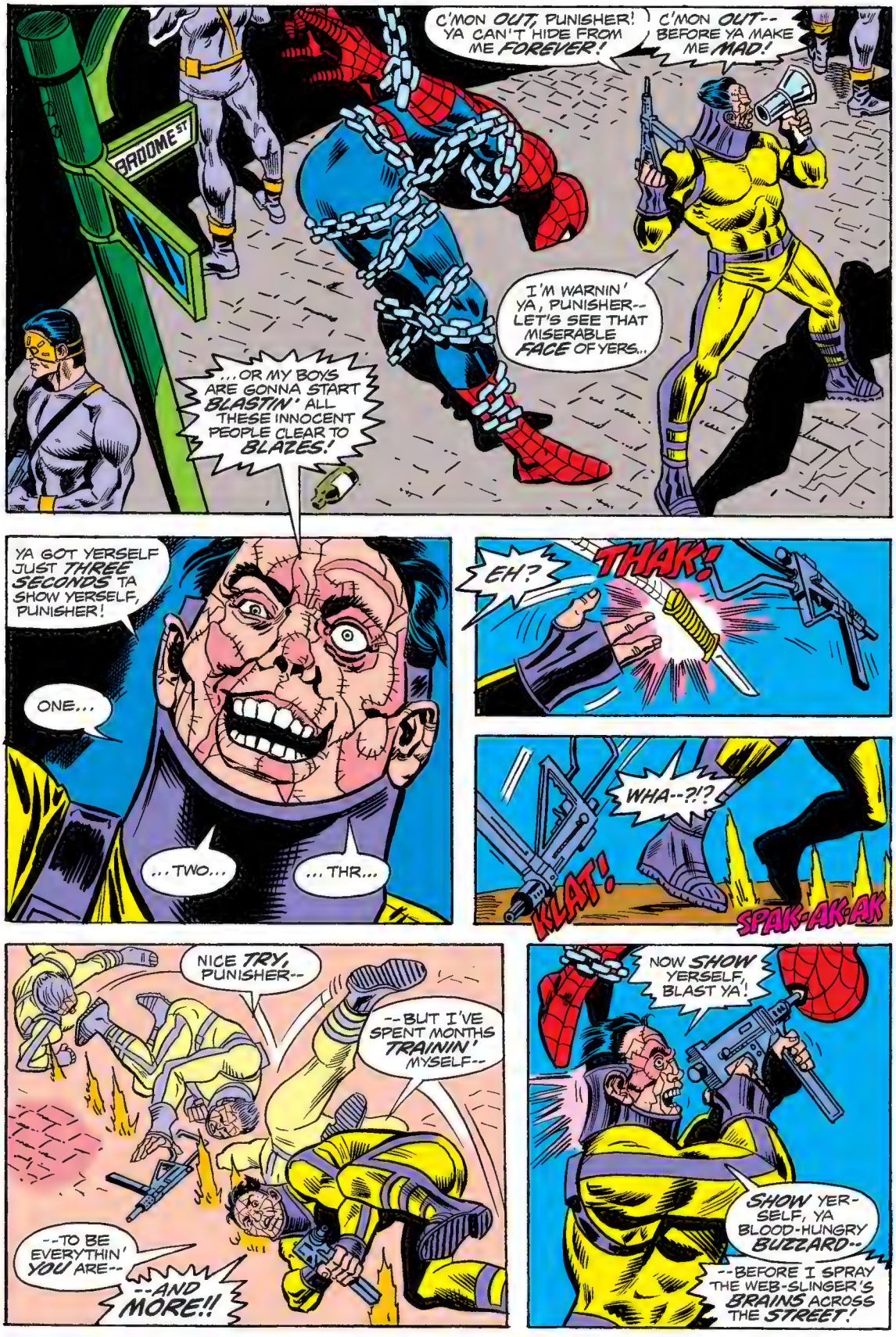
IN THAT CASE, PETER--MAYBE WE OUGHT TO RESERVE A STREET CORNER FOR YOU NOW.
YES? CAN I HELP YOU?
DR. MADISON?
DR. MARLA MADISON?
THAT'S MY NAME. WHAT'S YOURS?
I'M J. JONAH JAMESON, FIGHTING PUBLISHER OF THE DAILY BUGLE.
I WAS A GOOD FRIEND OF YOUR LATE FATHER.
HE SPOKE OF YOU OFTEN, MR. JAMESON.
WHAT CAN I DO FOR YOU?
I HAVE A LITTLE BUSINESS PROPOSITION I'D LIKE TO DISCUSS WITH YOU, MY DEAR.
ER--HAVE A CIGAR?
NO, THANK YOU. I NEVER TOUCH TOBACCO.
WELL--AH--I HOPE YOU DON'T MIND IF I SMOKE?
FRANKLY, MR. JAMESON --I DON'T CARE IF YOU BURN.
NOW, PLEASE--LET'S GET DOWN TO CASES. I'M A VERY BUSY WOMAN!
OBVIOUSLY SO --BUT NOT TOO BUSY FOR WHAT I HAVE IN MIND, I'LL WAGER.
AND WHAT PRECISELY IS THAT? OR ARE WE GOING TO PLAY TWENTY QUESTIONS?
MY DEAR, YOU'RE ONE OF THE MOST EMINENT ELECTRO-BIOLOGISTS IN THIS COUNTRY, YET YOU CLAIM YOU'VE RUN OUT OF CHALLENGES. THAT'S WHY YOU TURNED TO TEACHING, ISN'T IT?
AND IF IT IS?
THEN I HAVE A CHALLENGE I GUARANTEE WILL INTEREST YOU!
GO ON, MR. JAMESON.
MY DEAR, HOW WOULD YOU LIKE TO HELP ME DESTROY THE WALL-CRAWLING MENACE CALLED SPIDER-MAN?
SPIDER-MAN, EH? TELL ME MORE, MR. JAMESON--TELL ME MORE!
PLEASE, MY DEAR... CALL ME JONAH.


AND ON THAT ODDLY-OMINOUS NOTE, LET'S JUMP AHEAD TWELVE HOURS, AND FOCUS OUR ATTENTION ON A CERTAIN GARBAGE-STREWN CORNER ON MANHATTAN'S UPPER WEST SIDE--
--AS A SLIGHTLY-BATTERED TELE-PHONE CHIMES FORTH ITS MELAN-CHOLY MATING CALL--
BRRNG! BRRNG!
--AND OUR STARTLING SAGA PRE-PARES TO SHIFT INTO HIGH GEAR!
YEAH, MISTER-- I'M HERE.
WEST 39TH STREET,.. IN FIVE MINUTES?
I'M ON MY WAY!
CAUTIOUS LITTLE DEVIL, THAT PUNISHER-- BUT I GUESS I REALLY CAN'T BLAME HIM.
BATTLING CRIME AND INJUSTICE IS ONLY A PASTIME FOR ME.
FOR HIM, IT'S A WAY OF LIFE!
I DON'T EVEN PRETEND TO UNDERSTAND WHAT MAKES HIM TICK-- WHY HE FEELS THIS INSANE COMPULSION TO MAKE WAR ON THE UNDERWORLD--
--BUT THEN, WHO AM I TO THROW STONES?
IT'S OBVIOUS HE HAS HIS REASONS--
--AND FRANKLY, I'D RATHER HAVE HIM BESIDE ME--
--THAN AGAINST ME!
EVENING, ACE. HOPE YOU DON'T MIND MY DROPPING IN THIS WAY.
YOU'RE THIRTY SECONDS LATE, WALL-CRAWLER. NOW LET'S MOVE!
THERE'S A WAR WAITING.

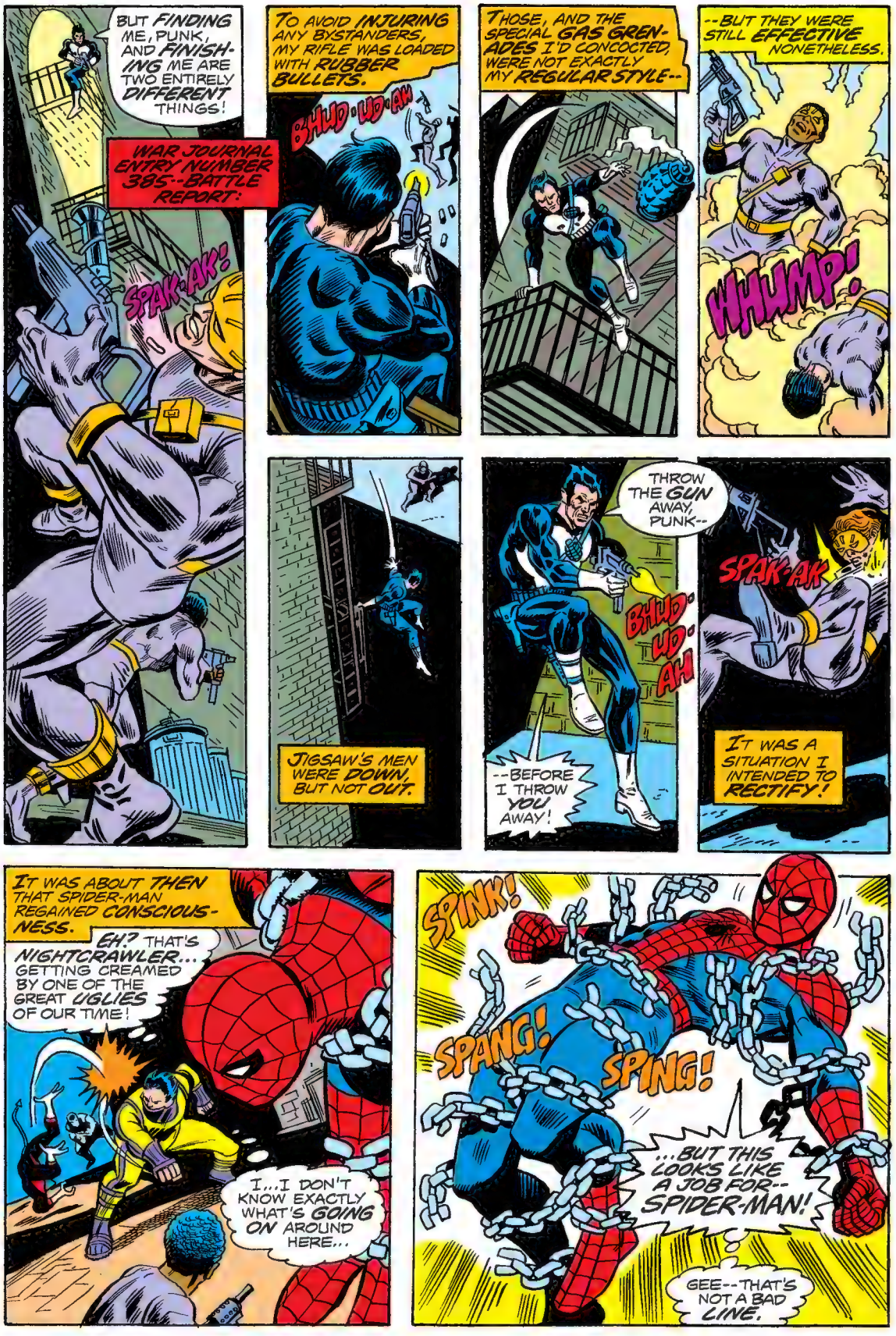
WAR JOURNAL ENTRY NUMBER 383:
ENGINE COMPANY #35 WAS GOING DOWN FOR THE THIRD TIME -- BUT THE RESIDENTS OF THIS EAST SIDE NEIGHBORHOOD WEREN'T GOING TO LET IT SINK WITHOUT A FIGHT.
THEY'D ORGANIZED A BLOCK PARTY TO HELP RALLY PUBLIC SUPPORT FOR THEIR CAUSE.
HELP SAVE ENGINE COMPA NO 35
I WAS HERE TO MAKE CERTAIN THEIR PARTY DIDN'T TURN INTO A WAKE!
IT HAD COST A LOT OF MONEY AND A LOT OF PAIN FOR ME TO LEARN THAT THE PSEUDO-PUNISHER WAS PLANNING TO STRIKE HERE NEXT.
IF I HAD MY WAY, IT WOULD BE THE LAST TIME HE STRUCK ANYWHERE!
IF I DIDN'T KNOW BETTER, I'D SWEAR THE PUNISHER HAD TAKEN THE EASY JOB FOR HIMSELF!
OF COURSE, I IMAGINE I AM MORE QUALIFIED TO SCOUT AMONG THE ROOFTOPS, WHILE HE CHECKS THE STREETS AND ALLEYWAYS.
NOW IF I ONLY HAD SOME SMALL IDEA WHAT I'M SUPPOSED TO BE LOOKING FOR...
YEAH, YOU'D BETTER TELL THE BOSS, TONY...
I DON'T KNOW IF THE PUNISHER IS HERE OR NOT, BUT THAT SPIDER-MAN FREAK IS ALL OVER THE PLACE!
MAYBE YOU'D BETTER SEND A FEW OF THE BOYS OVER HERE TO HELP...
GURRKK!!
BENNY, WHAT'S WRONG?
HEY-- BENNY?
BENNY?

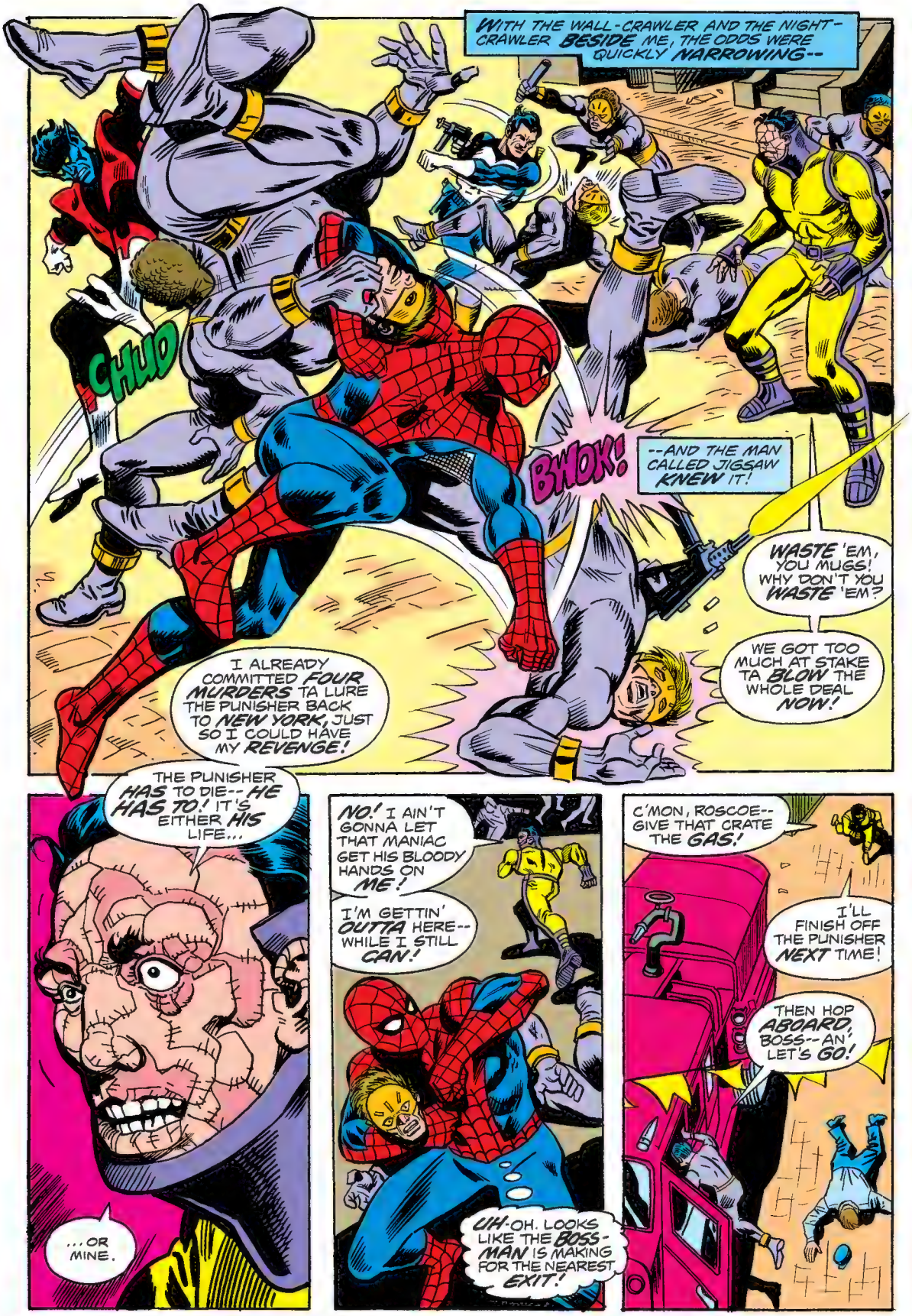

WHILE, A BLOCK AWAY...
ALL I CAN DO IS CONTINUE TO CRISS-CROSS THE NEIGHBORHOOD UNTIL.
NO! THAT BODY-- SPRAWLED IN THE ALLEYWAY BELOW--!
I'M TOO LATE! THE SNIPER HAS ALREADY STRUCK!
OR HAS HE?
THERE ARE NO BULLET-HOLES --NO SIGNS OF VIOLENCE ON THE BODY--!
AND IF YOU WANNA KEEP YOUR BODY THAT WAY, WEBHEAD-- YOU'LL FREEZE!
OBOY.
SWELL. NOW MY SPIDER-SENSE IS TINGLING-- BUT IT'S A LITTLE LATE!
JOYBOY HERE ALREADY HAS THE DROP ON...
UUNNGGHH!!
SPANG!
CRIPES! THERE WAS SOMEONE ELSE BEHIND ME--!
THAT'S WHAT MY SPIDER-SENSE WAS TRYING TO WARN ME ABOUT-- BUT I WAS JUST TOO "SMART" TO LISTEN!
MAN, WHAT'S THAT GUY'S HEAD MADE OF? HE'S STILL CONSCIOUS-- STILL TRYIN' TA GET TO HIS FEET--!
PERSISTANT CUSS, AIN'T HE?
WAK!
I COULD PUT SIX SLUGS IN HIM RIGHT NOW--
--BUT THE BOSS WANTS THIS CREEP ALIVE!
CHUDD!
BUT NOT NECESSARILY IN ONE PIECE!
THAT FINISHED HIM! HE'S OUT COLDER THAN AN ESKIMO'S NOSE!

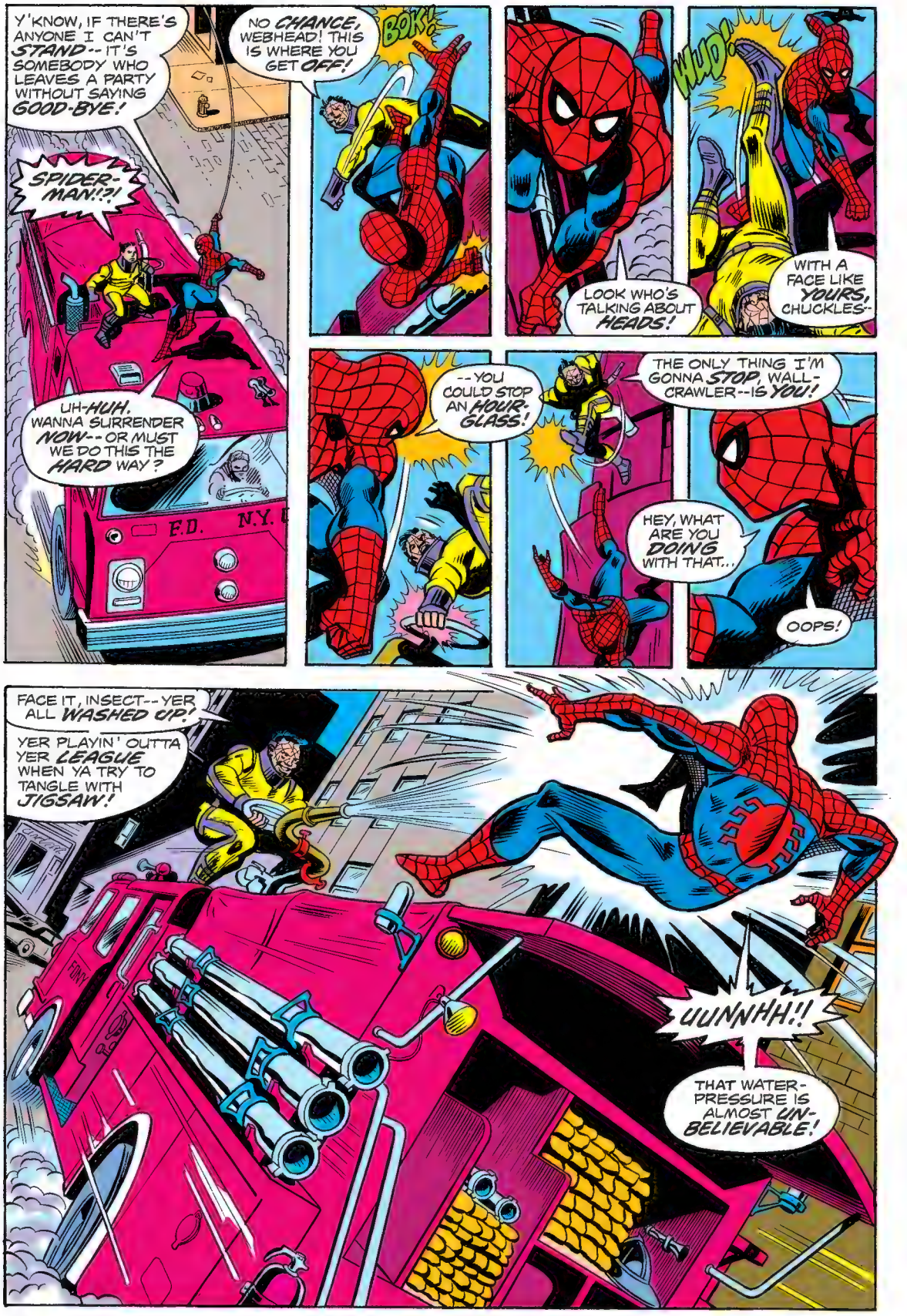

WAR JOURNAL ENTRY NUMBER 384: THE MOOD ON THE STREET TURNED FROM ONE OF GAIETY AND MERRIMENT TO ONE OF STUNNED CONFUSION WITH UNSETTLING SUDDENNESS.
FDNY
THE BRIGHT BRASS BAND WHICH, MOMENTS BEFORE, HAD BEEN LOST IN MUSICAL RAPTURE, STOPPED PLAYING IN MID-NOTE--
ENGI
--AND THE MULLING CROWD FROZE IN PLACE, LIKE CHARACTERS PAINTED ON CANVAS--
MADRE DE DIOS.
HELP
ENGI
NOW!
--FOR A STARTLING NEW ELEMENT HAD BEEN ADDED TO THE SCENERY.
HELP SA
ENGINE
JUST KEEP COOL, FOLKS-- AN' NOBODY GETS HURT!
OKAY, BOSS--IT'S ALL YOURS!
PUNISHER? HEY-- PUNISHER!!
ARE YOU OUT THERE, MISTER?
I GOT YER PARTNER, PUNISHER--BUT KNOWIN' YOU, I'M SURE YA CAN ALREADY SEE THAT!
YOU PROB'LY DON'T REMEMBER ME, PUNISHER--BUT I REMEMBER YOU!
I WAS JUST A TWO-BIT PUNK WHEN YA WIPED OUT THE GANG I WAS WORKIN' WITH--AN' KNOCKED ME HEAD-FIRST THRU A PLATE GLASS WINDOW!
BUT I'M NOT A PUNK NO MORE, PUNISHER! THESE DAYS THEY CALL ME--
JIGSAW!
I'M THE GUY THAT'S GOING TO KILL YOU!!

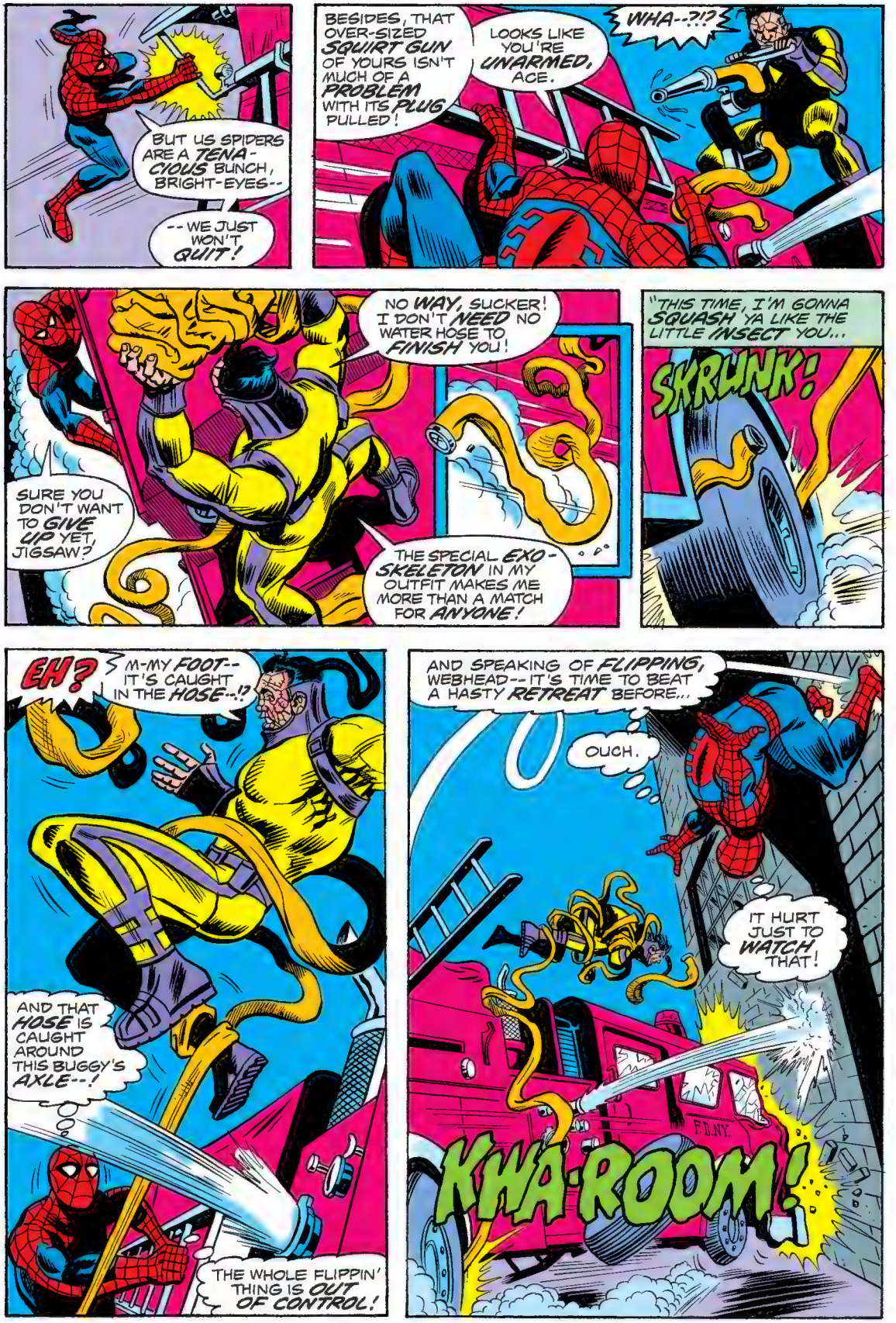

C'MON OUT, PUNISHER! YA CAN'T HIDE FROM ME FOREVER!
C'MON OUT-- BEFORE YA MAKE ME MAD!
BROOME ST
I'M WARNIN' YA, PUNISHER-- LET'S SEE THAT MISERABLE FACE OF YERS...
...OR MY BOYS ARE GONNA START BLASTIN' ALL THESE INNOCENT PEOPLE CLEAR TO BLAZES!
YA GOT YERSELF JUST THREE SECONDS TA SHOW YERSELF, PUNISHER!
ONE...
...TWO...
...THR...
EH?
THAK!
WHA--?!?
KLAT!
SPAK-AK-AK
NICE TRY, PUNISHER--
--BUT I'VE SPENT MONTHS TRAININ' MYSELF--
--TO BE EVERYTHIN' YOU ARE--
--AND MORE!!
NOW SHOW YERSELF, BLAST YA!
SHOW YER-SELF, YA BLOOD-HUNGRY BUZZARD--
--BEFORE I SPRAY THE WEB-SLINGER'S BRAINS ACROSS THE STREET!

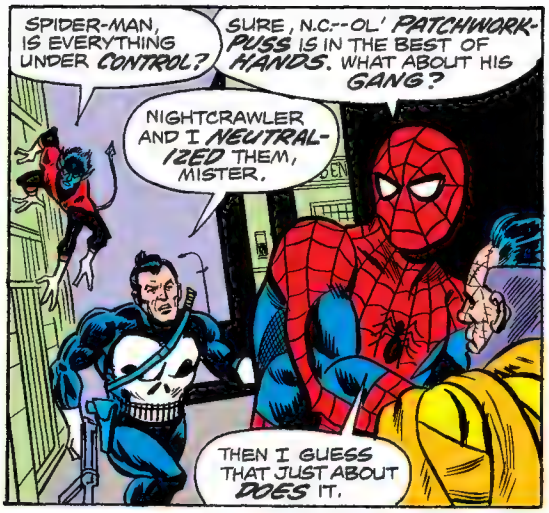
AND THAT'S WHEN IT ALL HIT THE FAN!
ALL DAY I'VE FOLLOWED THE PUNISHER, HOPING HE MIGHT LEAD ME TO THE MAN WHO MURDERED MY FRIEND ERIC HOFFMAN!*
*EXPLAINED LAST ISH. --LEN.
WHEN HE AND SPIDER-MAN BEGAN SCOUTING THIS NEIGHBORHOOD, I SUBDUED ONE OF JIGSAW'S MEN AND PUT ON HIS DISGUISE!*
I THOUGHT I'D PLAY A WAITING GAME UNTIL I WAS CERTAIN OF WHAT I SHOULD DO--
--AND NOW I KNOW!
*CHECK PAGE 15, PANEL 7, IF YOU DON'T BELIEVE US. --LEN AGAIN.
THE TIME HAS COME FOR NIGHTCRAWLER TO JOIN THE FRAY!!
HOLY JUMPIN' JOE! IT'S A--A MONSTER!!
NO, JIGSAW--IT IS YOU WHO ARE THE MONSTER...
...FOR COLDLY THREATENING THE LIVES OF HELPLESS PEOPLE!
WHAT'S WRONG WITH YOU MUGS? WHY DON'T YA BLOW THIS FREAK AWAY?
FORGET THAT CREEP, JIGSAW! I'VE SPOTTED THE GUY YOU REALLY WANT!
I'VE FINALLY FOUND THE PUNISHER!!

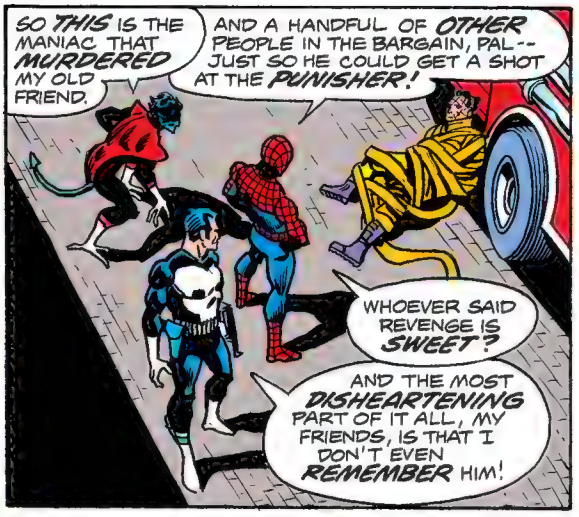

BUT FINDING ME, PUNK, AND FINISHING ME ARE TWO ENTIRELY DIFFERENT THINGS!
WAR JOURNAL ENTRY NUMBER 385--BATTLE REPORT:
SPAK-AK!
TO AVOID INJURING ANY BYSTANDERS, MY RIFLE WAS LOADED WITH RUBBER BULLETS.
BHUD-UD-AH
THOSE, AND THE SPECIAL GAS GRENADES I'D CONCOCTED, WERE NOT EXACTLY MY REGULAR STYLE--
--BUT THEY WERE STILL EFFECTIVE NONETHELESS.
WHUMP!
JIGSAW'S MEN WERE DOWN, BUT NOT OUT.
THROW THE GUN AWAY, PUNK--
BHUD-UD-AH
--BEFORE I THROW YOU AWAY!
SPAK-AK
IT WAS A SITUATION I INTENDED TO RECTIFY!
IT WAS ABOUT THEN THAT SPIDER-MAN REGAINED CONSCIOUSNESS.
EH? THAT'S NIGHTCRAWLER... GETTING CREAMED BY ONE OF THE GREAT UGLIES OF OUR TIME!
I...I DON'T KNOW EXACTLY WHAT'S GOING ON AROUND HERE...
SPINK!
SPANG!
SPING!
...BUT THIS LOOKS LIKE A JOB FOR--SPIDER-MAN!
GEE--THAT'S NOT A BAD LINE.

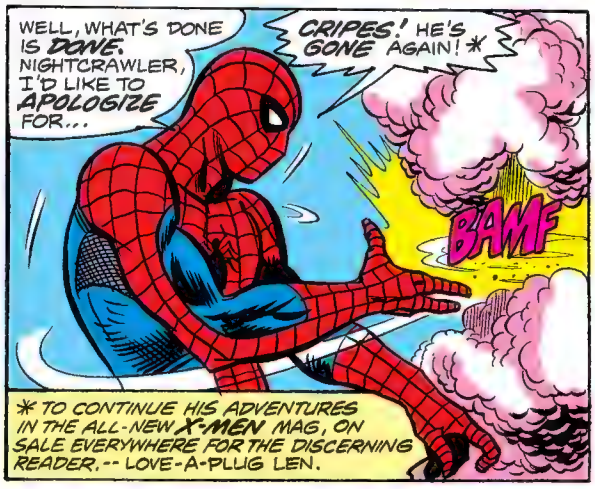

WITH THE WALL-CRAWLER AND THE NIGHT-CRAWLER BESIDE ME, THE ODDS WERE QUICKLY NARROWING--
CHUD
BWOK!
--AND THE MAN CALLED JIGSAW KNEW IT!
WASTE 'EM, YOU MUGS! WHY DON'T YOU WASTE 'EM?
WE GOT TOO MUCH AT STAKE TA BLOW THE WHOLE DEAL NOW!
I ALREADY COMMITTED FOUR MURDERS TA LURE THE PUNISHER BACK TO NEW YORK, JUST SO I COULD HAVE MY REVENGE!
THE PUNISHER HAS TO DIE-- HE HAS TO! IT'S EITHER HIS LIFE...
...OR MINE.
NO! I AIN'T GONNA LET THAT MANIAC GET HIS BLOODY HANDS ON ME!
I'M GETTIN' OUTTA HERE-- WHILE I STILL CAN!
UH-OH. LOOKS LIKE THE BOSS-MAN IS MAKING FOR THE NEAREST EXIT!
C'MON, ROSCOE-- GIVE THAT CRATE THE GAS!
I'LL FINISH OFF THE PUNISHER NEXT TIME!
THEN HOP ABOARD, BOSS-- AN' LET'S GO!

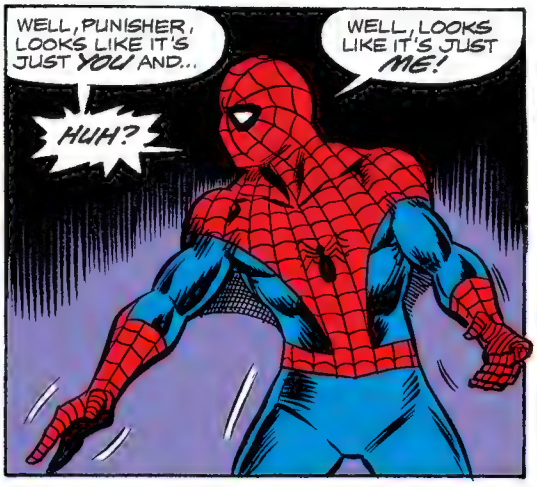

Y'KNOW, IF THERE'S ANYONE I CAN'T STAND-- IT'S SOMEBODY WHO LEAVES A PARTY WITHOUT SAYING GOOD-BYE!
SPIDER-MAN!?!
UH-HUH. WANNA SURRENDER NOW-- OR MUST WE DO THIS THE HARD WAY?
F.D.
N.Y.
NO CHANCE, WEBHEAD! THIS IS WHERE YOU GET OFF!
BOK!
LOOK WHO'S TALKING ABOUT HEADS!
WHO!
WITH A FACE LIKE YOURS, CHUCKLES--
--YOU COULD STOP AN HOUR-GLASS!
THE ONLY THING I'M GONNA STOP, WALL-CRAWLER--IS YOU!
HEY, WHAT ARE YOU DOING WITH THAT...
OOPS!
FACE IT, INSECT--YER ALL WASHED UP!
YER PLAYIN' OUTTA YER LEAGUE WHEN YA TRY TO TANGLE WITH JIGSAW!
UUNNHH!!
THAT WATER-PRESSURE IS ALMOST UN-BELIEVABLE!

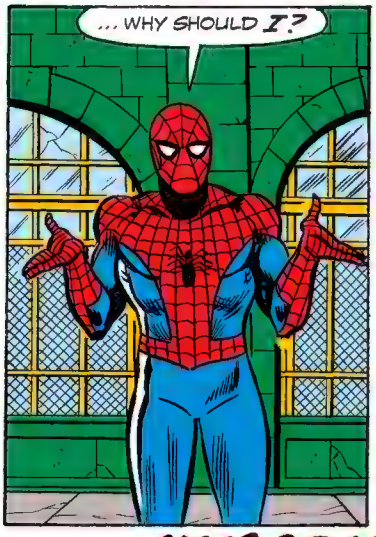

BUT US SPIDERS ARE A TENACIOUS BUNCH, BRIGHT-EYES--
--WE JUST WON'T QUIT!
BESIDES, THAT OVER-SIZED SQUIRT GUN OF YOURS ISN'T MUCH OF A PROBLEM WITH ITS PLUG PULLED!
LOOKS LIKE YOU'RE UNARMED, ACE.
WHA--?!?
NO WAY, SUCKER! I DON'T NEED NO WATER HOSE TO FINISH YOU!
SURE YOU DON'T WANT TO GIVE UP YET, JIGSAW?
THE SPECIAL EXO-SKELETON IN MY OUTFIT MAKES ME MORE THAN A MATCH FOR ANYONE!
"THIS TIME, I'M GONNA SQUASH YA LIKE THE LITTLE INSECT YOU...
SKRUNK!
EH?
M-MY FOOT-- IT'S CAUGHT IN THE HOSE--!?
AND THAT HOSE IS CAUGHT AROUND THIS BUGGY'S AXLE--!
THE WHOLE FLIPPIN' THING IS OUT OF CONTROL!
AND SPEAKING OF FLIPPING, WEBHEAD--IT'S TIME TO BEAT A HASTY RETREAT BEFORE...
OUCH.
IT HURT JUST TO WATCH THAT!
F.D.N.Y.
KWA-ROOM!

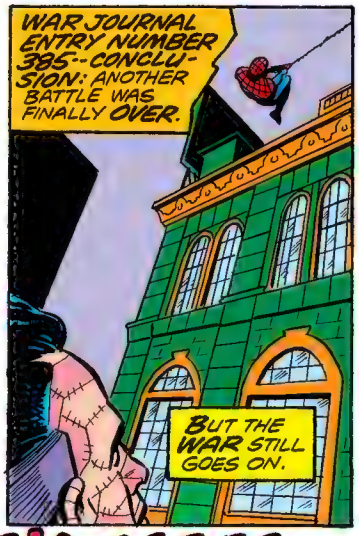

SPIDER-MAN, IS EVERYTHING UNDER CONTROL?
SURE, N.C.--OL' PATCHWORK-PUSS IS IN THE BEST OF HANDS. WHAT ABOUT HIS GANG?
NIGHTCRAWLER AND I NEUTRAL-IZED THEM, MISTER.
THEN I GUESS THAT JUST ABOUT DOES IT.


SO THIS IS THE MANIAC THAT MURDERED MY OLD FRIEND.
AND A HANDFUL OF OTHER PEOPLE IN THE BARGAIN, PAL--JUST SO HE COULD GET A SHOT AT THE PUNISHER!
WHOEVER SAID REVENGE IS SWEET?
AND THE MOST DISHEARTENING PART OF IT ALL, MY FRIENDS, IS THAT I DON'T EVEN REMEMBER HIM!


WELL, WHAT'S DONE IS DONE. NIGHTCRAWLER, I'D LIKE TO APOLOGIZE FOR...
CRIPES! HE'S GONE AGAIN! *
BAMF
* TO CONTINUE HIS ADVENTURES IN THE ALL-NEW X-MEN MAG, ON SALE EVERYWHERE FOR THE DISCERNING READER, -- LOVE-A-PLUG LEN.







NEXT ISSUE: IF YOU THOUGHT OUR HAP-LESS HERO'S LIFE WAS GOING DOWNHILL BEFORE, WAIT'LL YOU SEE WHAT HAPPENS NEXT! THERE'S ACTION A'PLENTY IN THE LITTLE SAGA WE CALL... **ALL THE KINGPIN'S MEN!** BE HERE!

SPIDER-MAN
MARVEL COMICS GROUP™
APPROVED BY THE COMICS CODE AUTHORITY
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163
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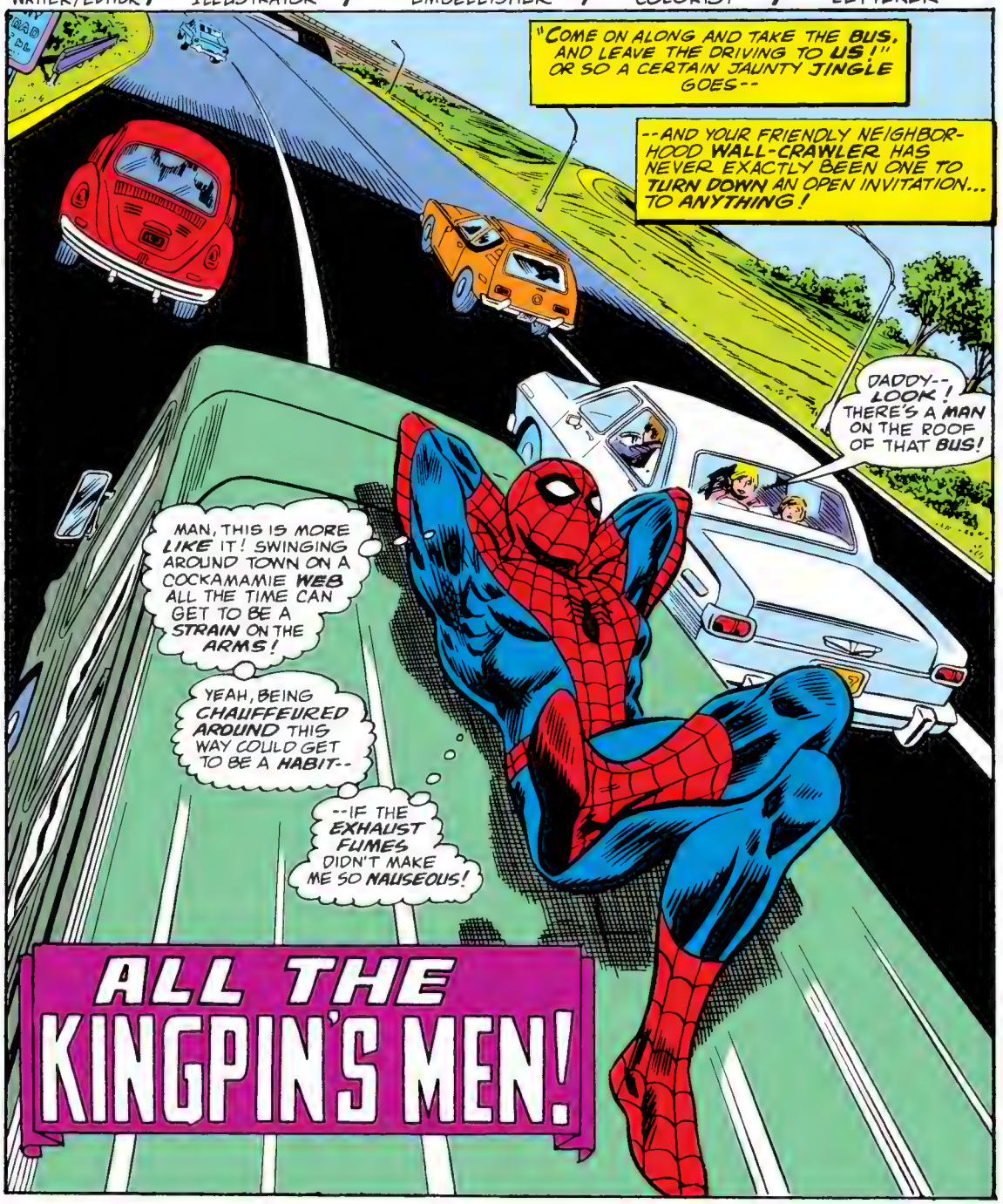
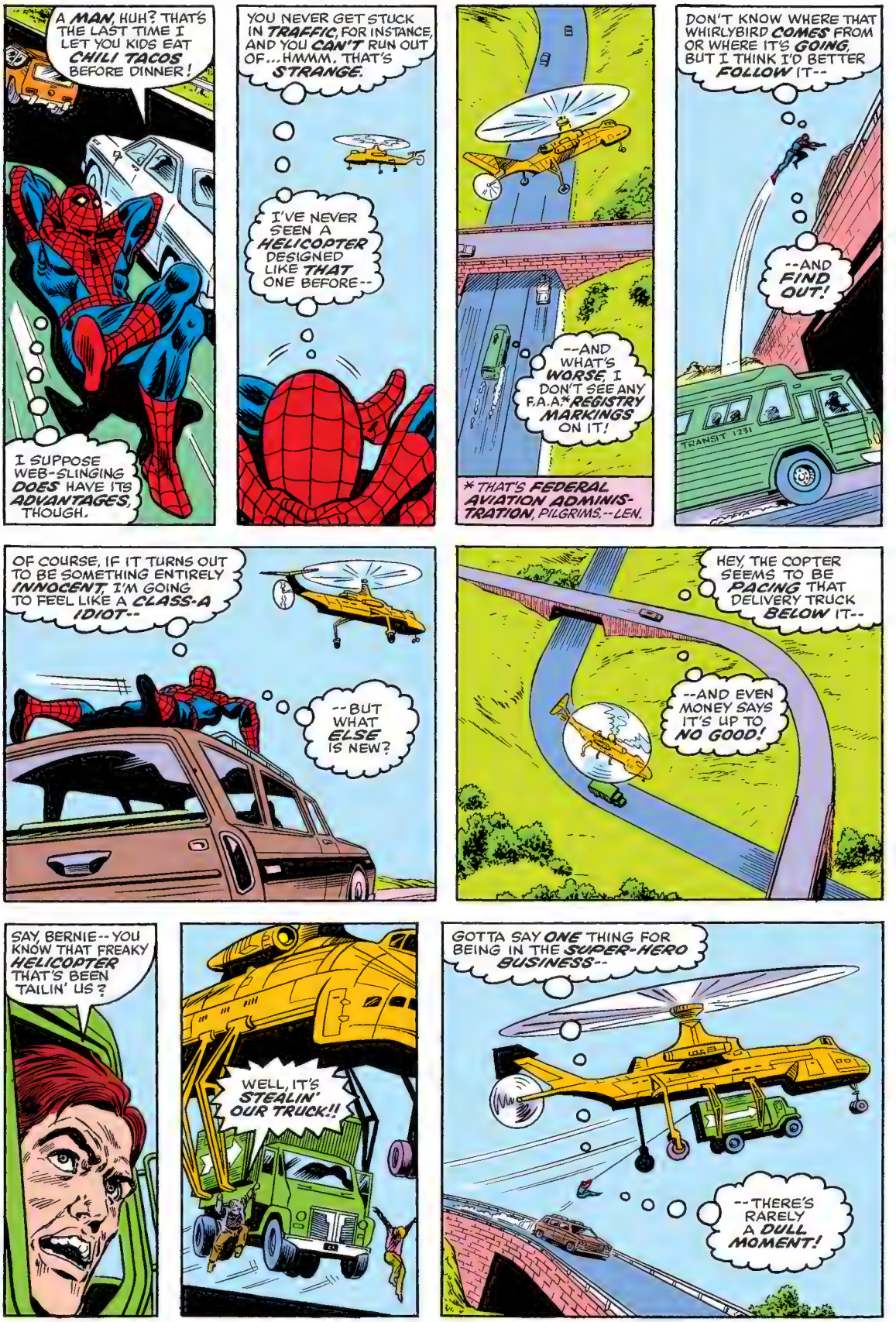
02457
the AMAZING SPIDER-MAN
THE KINGPIN IS BACK, WEBHEAD!
AND THIS TIME, THERE'S NO WAY ON EARTH TO STOP HIM!!
D.C. + J.R.
ALL-OUT ACTION IN THE MIGHTY MARVEL MANNER!!

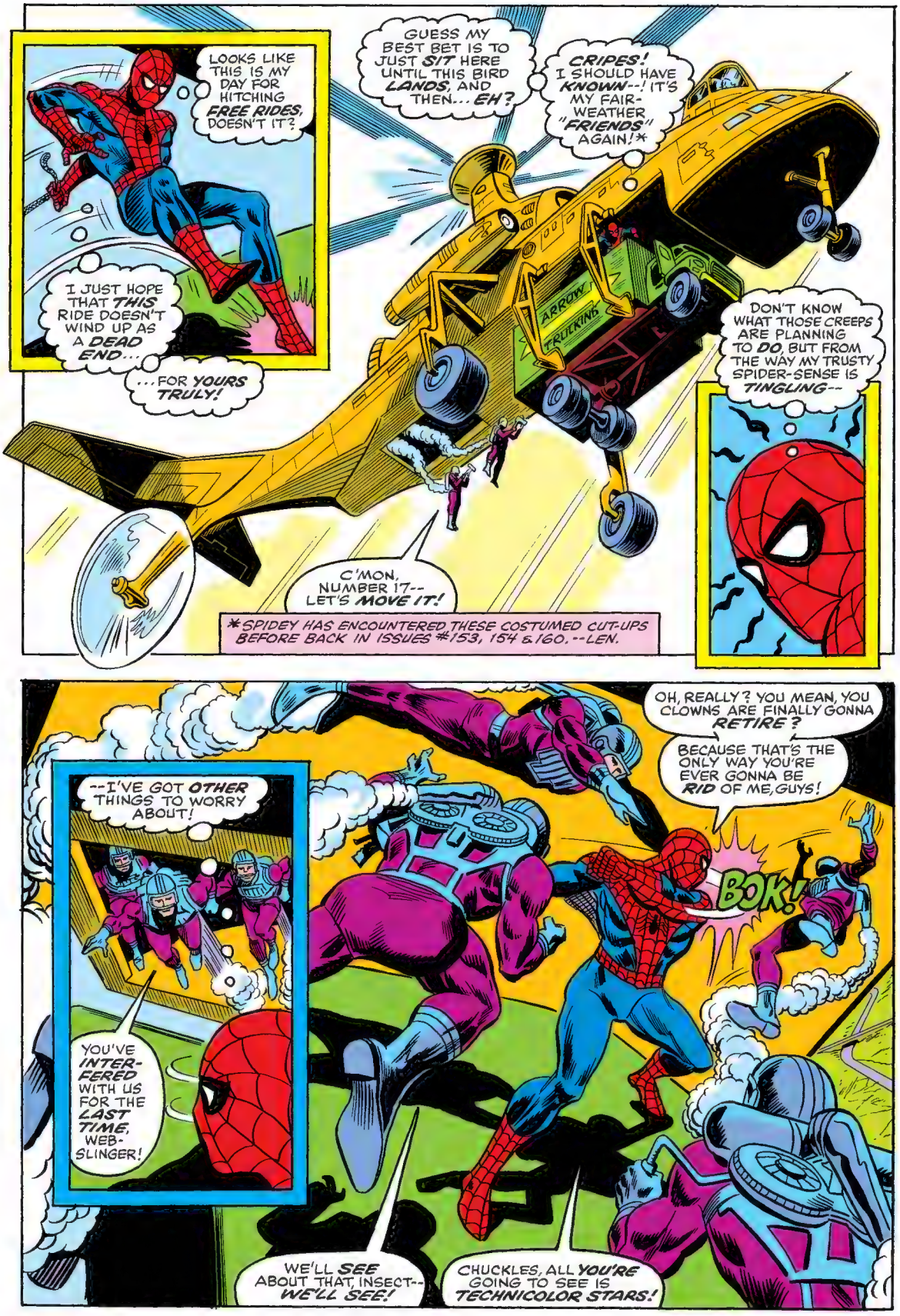
While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

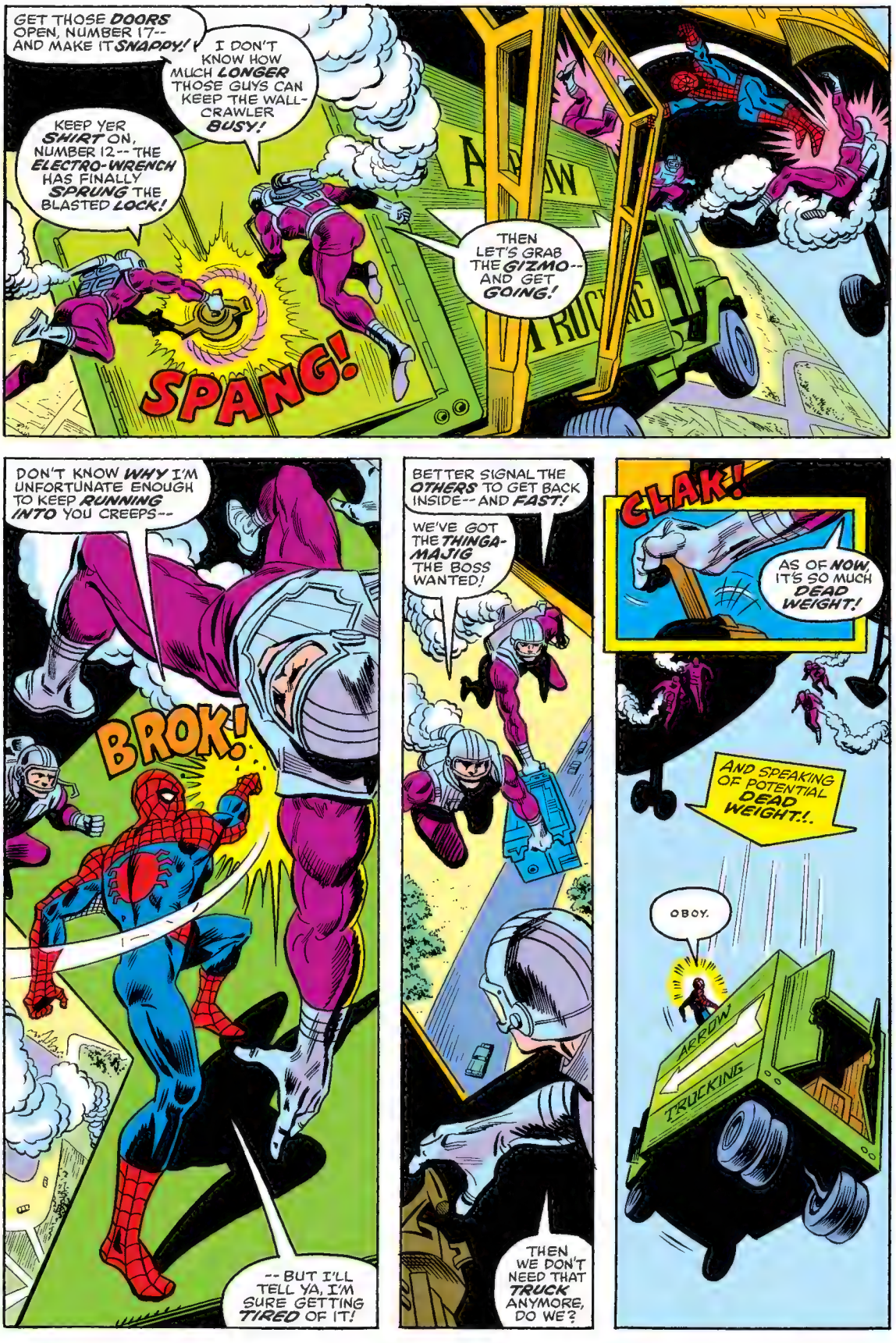
Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

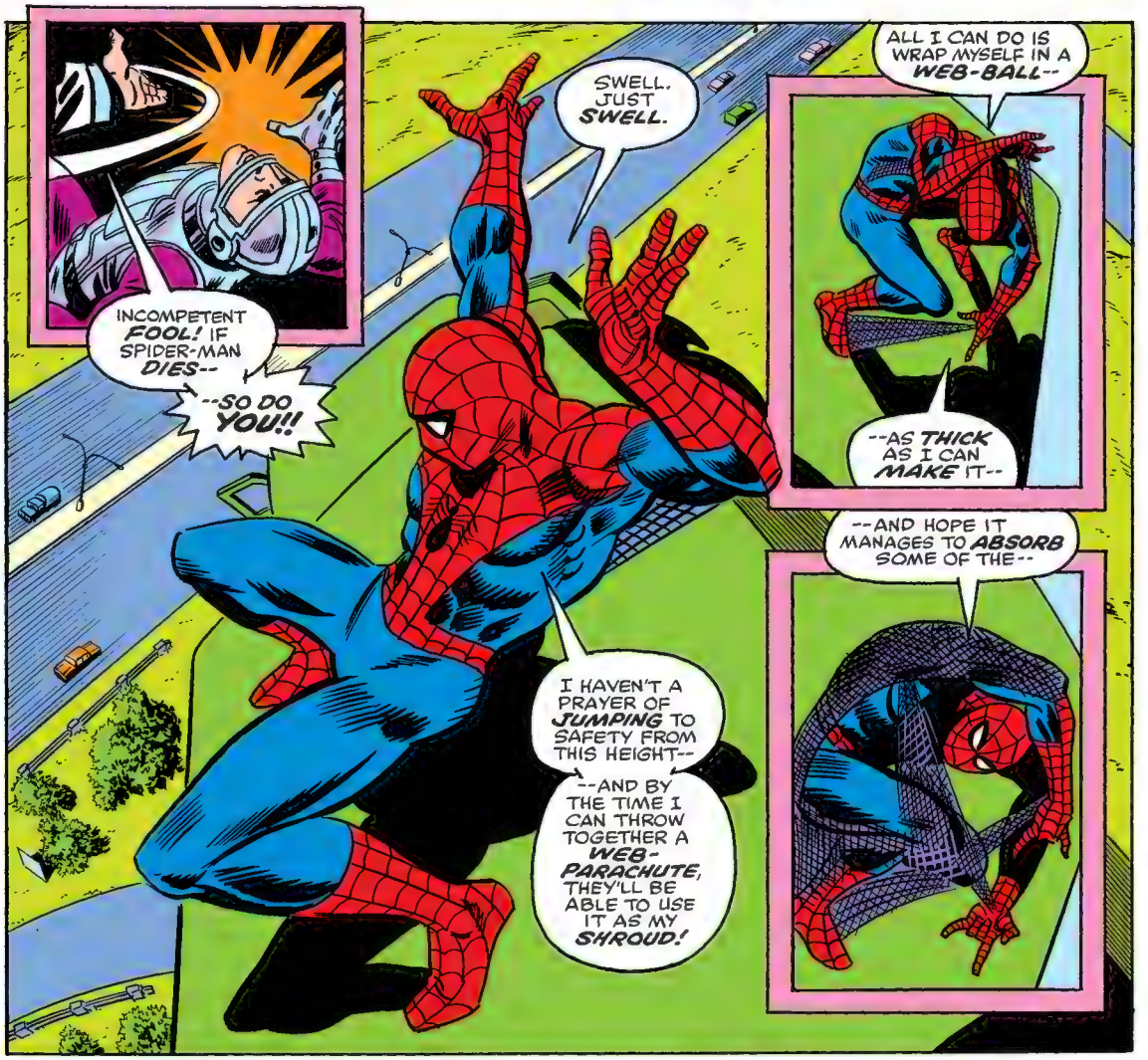
LEN WEIN WRITER/EDITOR / ROSS ANDRU ILLUSTRATOR / MIKE ESPOSITO EMBELLISHER / GLYNIS WEIN COLORIST / JOE ROSEN LETTERER

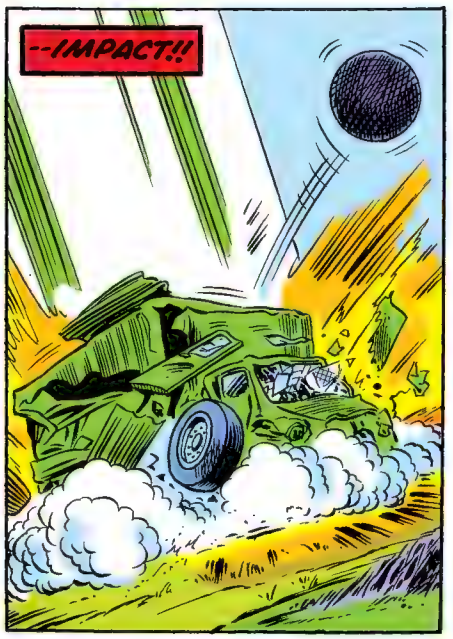

"COME ON ALONG AND TAKE THE BUS, AND LEAVE THE DRIVING TO US!" OR SO A CERTAIN JAUNTY JINGLE GOES--
--AND YOUR FRIENDLY NEIGHBORHOOD WALL-CRAWLER HAS NEVER EXACTLY BEEN ONE TO TURN DOWN AN OPEN INVITATION... TO ANYTHING!
DADDY--LOOK! THERE'S A MAN ON THE ROOF OF THAT BUS!
MAN, THIS IS MORE LIKE IT! SWINGING AROUND TOWN ON A COCKAMAMIE WEB ALL THE TIME CAN GET TO BE A STRAIN ON THE ARMS!
YEAH, BEING CHAUFFEURED AROUND THIS WAY COULD GET TO BE A HABIT--
--IF THE EXHAUST FUMES DIDN'T MAKE ME SO NAUSEOUS!
ALL THE KINGPIN'S MEN!

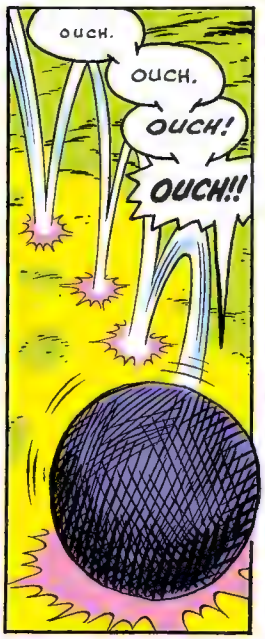

A MAN, HUH? THAT'S THE LAST TIME I LET YOU KIDS EAT CHILI TACOS BEFORE DINNER!
I SUPPOSE WEB-SLINGING DOES HAVE ITS ADVANTAGES, THOUGH.
YOU NEVER GET STUCK IN TRAFFIC, FOR INSTANCE, AND YOU CAN'T RUN OUT OF... HMMM. THAT'S STRANGE.
I'VE NEVER SEEN A HELICOPTER DESIGNED LIKE THAT ONE BEFORE--
--AND WHAT'S WORSE, I DON'T SEE ANY F.A.A.* REGISTRY MARKINGS ON IT!
* THAT'S FEDERAL AVIATION ADMINISTRATION, PILGRIMS.--LEN.
DON'T KNOW WHERE THAT WHIRLYBIRD COMES FROM OR WHERE IT'S GOING, BUT I THINK I'D BETTER FOLLOW IT--
--AND FIND OUT!
TRANSIT 1231
OF COURSE, IF IT TURNS OUT TO BE SOMETHING ENTIRELY INNOCENT, I'M GOING TO FEEL LIKE A CLASS-A IDIOT--
--BUT WHAT ELSE IS NEW?
HEY, THE COPTER SEEMS TO BE PACING THAT DELIVERY TRUCK BELOW IT--
--AND EVEN MONEY SAYS IT'S UP TO NO GOOD!
SAY, BERNIE--YOU KNOW THAT FREAKY HELICOPTER THAT'S BEEN TAILIN' US?
WELL, IT'S STEALIN' OUR TRUCK!!
GOTTA SAY ONE THING FOR BEING IN THE SUPER-HERO BUSINESS--
--THERE'S RARELY A DULL MOMENT!


LOOKS LIKE THIS IS MY DAY FOR HITCHING FREE RIDES, DOESN'T IT?
I JUST HOPE THAT THIS RIDE DOESN'T WIND UP AS A DEAD END...
...FOR YOURS TRULY!
GUESS MY BEST BET IS TO JUST SIT HERE UNTIL THIS BIRD LANDS, AND THEN... EH?
CRIPES! I SHOULD HAVE KNOWN--! IT'S MY FAIR-WEATHER "FRIENDS" AGAIN!*
ARROW TRUCKING
C'MON, NUMBER 17-- LET'S MOVE IT!
DON'T KNOW WHAT THOSE CREEPS ARE PLANNING TO DO, BUT FROM THE WAY MY TRUSTY SPIDER-SENSE IS TINGLING---
*SPIDEY HAS ENCOUNTERED THESE COSTUMED CUT-UPS BEFORE BACK IN ISSUES #153, 154 & 160. --LEN.
--I'VE GOT OTHER THINGS TO WORRY ABOUT!
YOU'VE INTER-FERED WITH US FOR THE LAST TIME, WEB-SLINGER!
OH, REALLY? YOU MEAN, YOU CLOWNS ARE FINALLY GONNA RETIRE?
BECAUSE THAT'S THE ONLY WAY YOU'RE EVER GONNA BE RID OF ME, GUYS!
BOK!
WE'LL SEE ABOUT THAT, INSECT-- WE'LL SEE!
CHUCKLES, ALL YOU'RE GOING TO SEE IS TECHNICOLOR STARS!

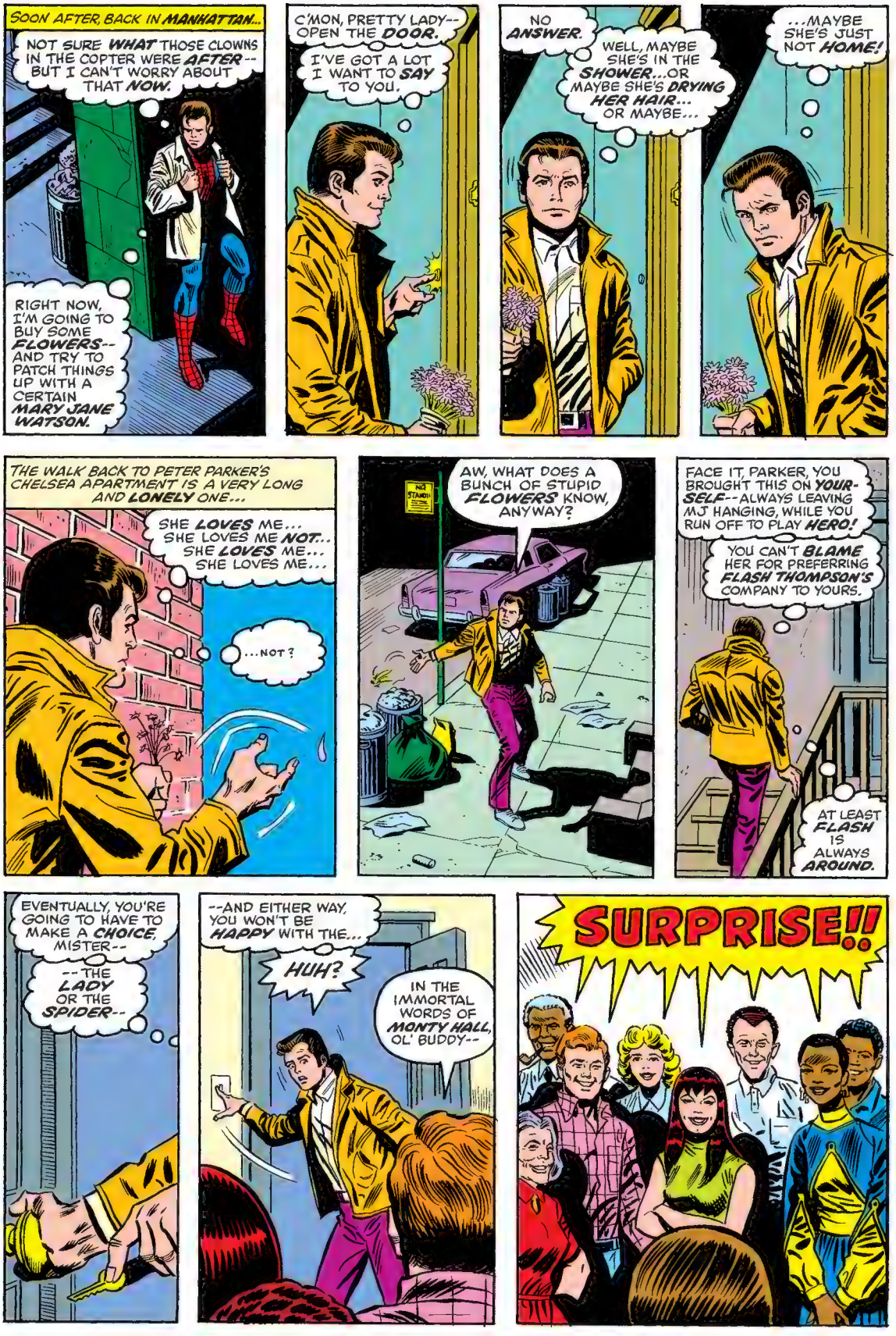

GET THOSE DOORS OPEN, NUMBER 17-- AND MAKE IT SNAPPY!
I DON'T KNOW HOW MUCH LONGER THOSE GUYS CAN KEEP THE WALL-CRAWLER BUSY!
KEEP YER SHIRT ON, NUMBER 12-- THE ELECTRO-WRENCH HAS FINALLY SPRUNG THE BLASTED LOCK!
SPANG!
THEN LET'S GRAB THE GIZMO-- AND GET GOING!
DON'T KNOW WHY I'M UNFORTUNATE ENOUGH TO KEEP RUNNING INTO YOU CREEPS--
BROK!
-- BUT I'LL TELL YA, I'M SURE GETTING TIRED OF IT!
BETTER SIGNAL THE OTHERS TO GET BACK INSIDE-- AND FAST!
WE'VE GOT THE THINGA-MAJIG THE BOSS WANTED!
THEN WE DON'T NEED THAT TRUCK ANYMORE, DO WE?
CLAK!
AS OF NOW, IT'S SO MUCH DEAD WEIGHT!
AND SPEAKING OF POTENTIAL DEAD WEIGHT!.
OBOY.
ARROW
TRUCKING

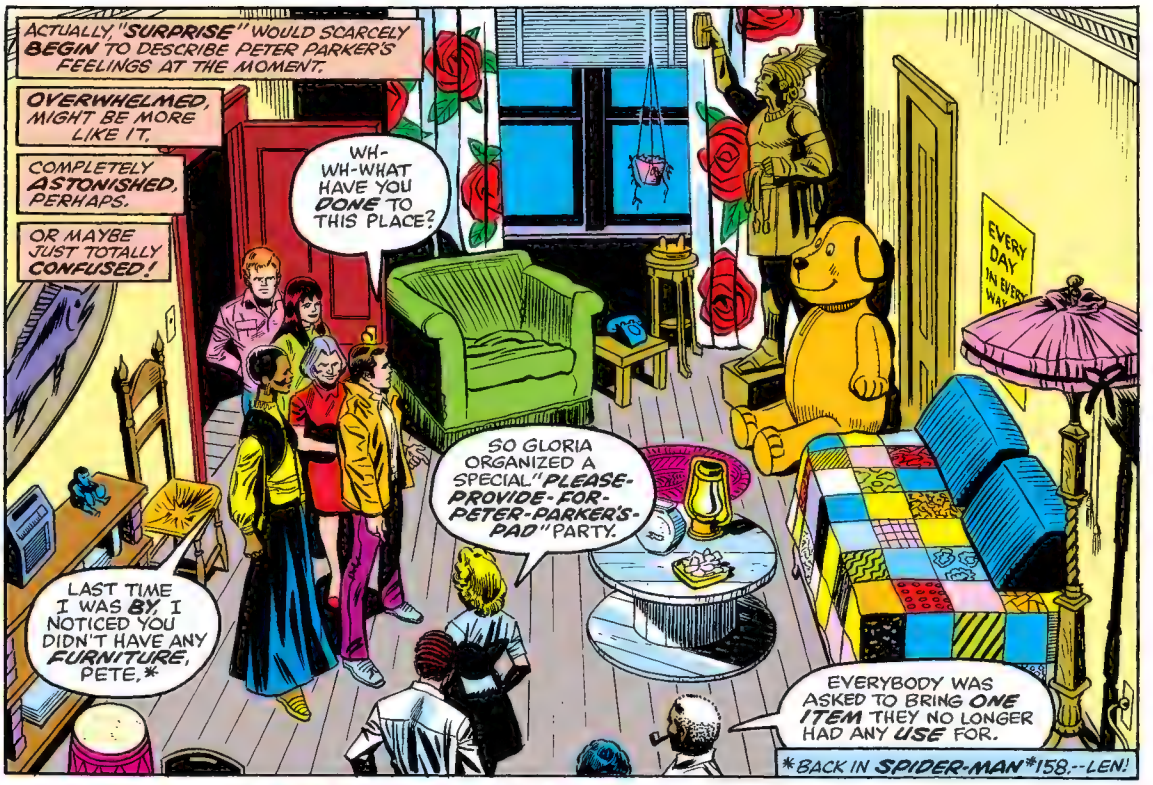

INCOMPETENT FOOL! IF SPIDER-MAN DIES--
--SO DO YOU!!
SWELL. JUST SWELL.
I HAVEN'T A PRAYER OF JUMPING TO SAFETY FROM THIS HEIGHT--
--AND BY THE TIME I CAN THROW TOGETHER A WEB-PARACHUTE, THEY'LL BE ABLE TO USE IT AS MY SHROUD!
ALL I CAN DO IS WRAP MYSELF IN A WEB-BALL--
--AS THICK AS I CAN MAKE IT--
--AND HOPE IT MANAGES TO ABSORB SOME OF THE--


--IMPACT!!

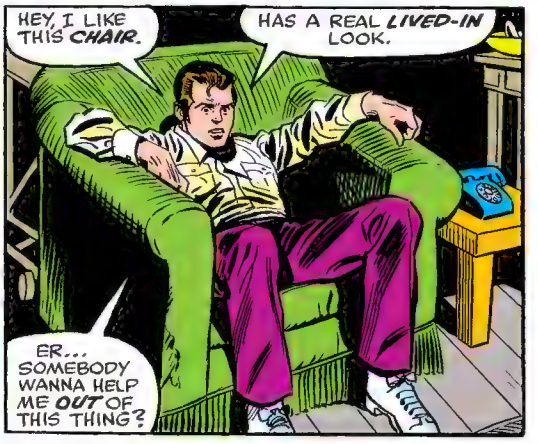

OUCH.
OUCH.
OUCH!
OUCH!!

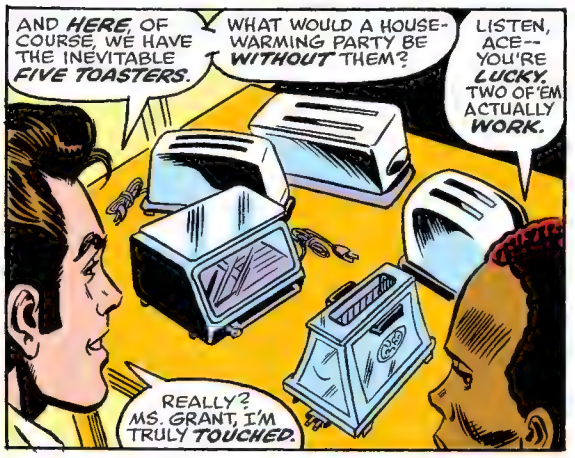
MAN, EVERYTHING I OWN ACHES-- BUT AT LEAST I'M ALIVE!
AGAIN YOU'VE MANAGED TO ESCAPE ME, SPIDER-MAN!
BUT WHEN NEXT WE MEET, THE VICTORY WILL BE MINE!

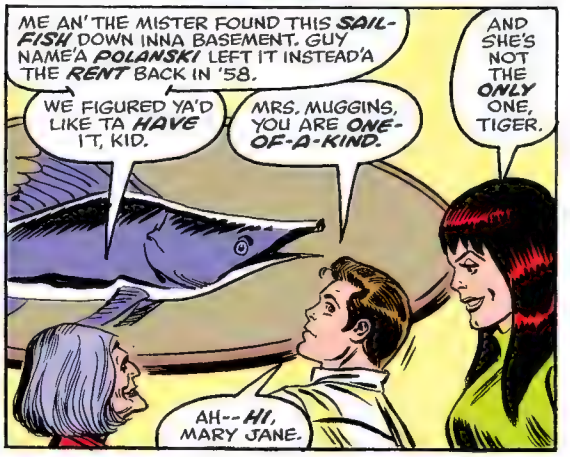

SOON AFTER, BACK IN MANHATTAN...
NOT SURE WHAT THOSE CLOWNS IN THE COPTER WERE AFTER--BUT I CAN'T WORRY ABOUT THAT NOW.
RIGHT NOW, I'M GOING TO BUY SOME FLOWERS--AND TRY TO PATCH THINGS UP WITH A CERTAIN MARY JANE WATSON.
C'MON, PRETTY LADY--OPEN THE DOOR.
I'VE GOT A LOT I WANT TO SAY TO YOU.
NO ANSWER.
WELL, MAYBE SHE'S IN THE SHOWER...OR MAYBE SHE'S DRYING HER HAIR... OR MAYBE...
...MAYBE SHE'S JUST NOT HOME!
THE WALK BACK TO PETER PARKER'S CHELSEA APARTMENT IS A VERY LONG AND LONELY ONE...
SHE LOVES ME... SHE LOVES ME NOT... SHE LOVES ME... SHE LOVES ME...
...NOT?
AW, WHAT DOES A BUNCH OF STUPID FLOWERS KNOW, ANYWAY?
FACE IT, PARKER, YOU BROUGHT THIS ON YOURSELF--ALWAYS LEAVING MJ HANGING, WHILE YOU RUN OFF TO PLAY HERO!
YOU CAN'T BLAME HER FOR PREFERRING FLASH THOMPSON'S COMPANY TO YOURS.
AT LEAST FLASH IS ALWAYS AROUND.
EVENTUALLY, YOU'RE GOING TO HAVE TO MAKE A CHOICE, MISTER--
--THE LADY OR THE SPIDER--
--AND EITHER WAY, YOU WON'T BE HAPPY WITH THE...
HUH?
IN THE IMMORTAL WORDS OF MONTY HALL, OL' BUDDY--
SURPRISE!!

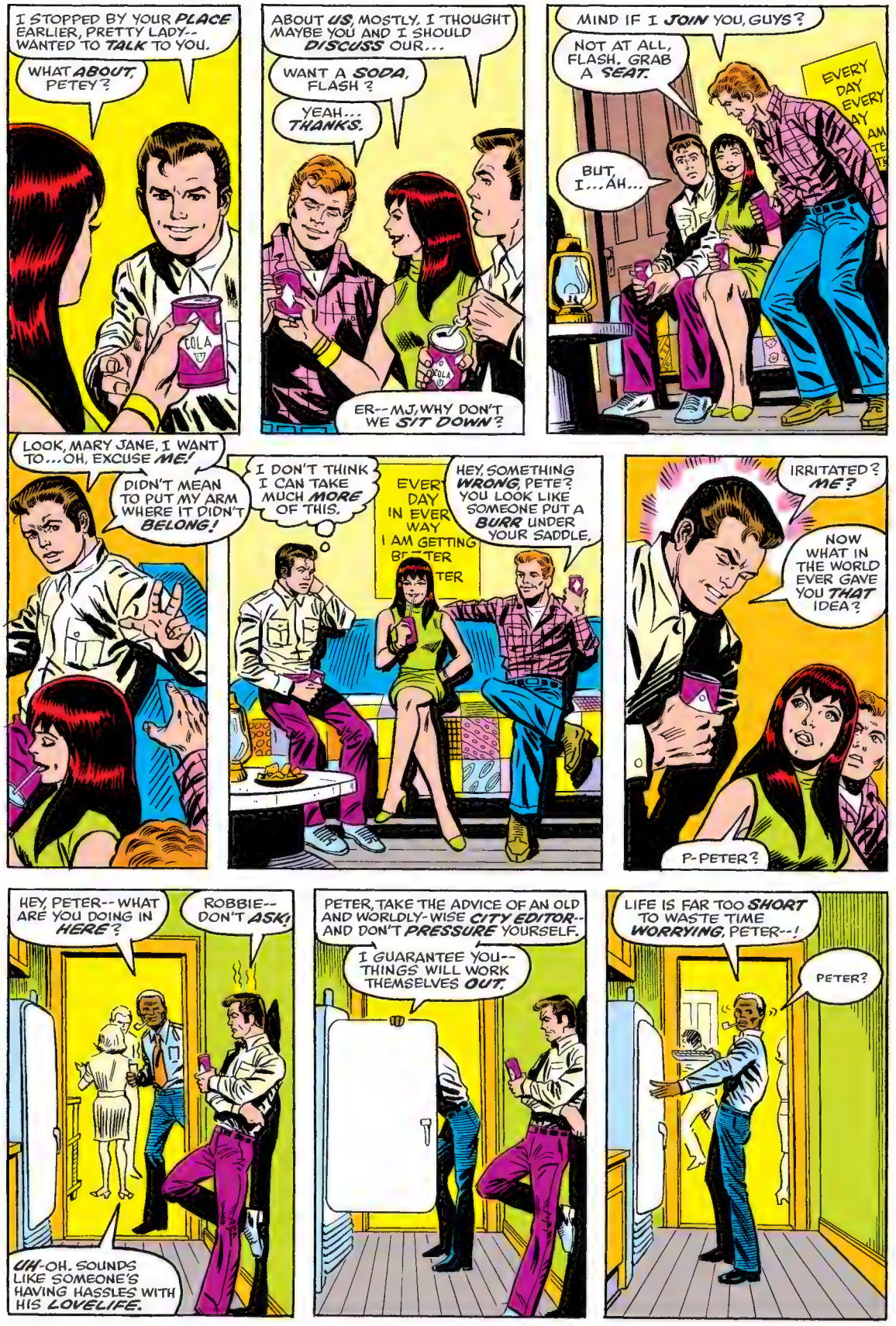

ACTUALLY, "SURPRISE" WOULD SCARCELY BEGIN TO DESCRIBE PETER PARKER'S FEELINGS AT THE MOMENT.
OVERWHELMED, MIGHT BE MORE LIKE IT.
COMPLETELY ASTONISHED, PERHAPS.
OR MAYBE JUST TOTALLY CONFUSED!
WH-WH-WHAT HAVE YOU DONE TO THIS PLACE?
SO GLORIA ORGANIZED A SPECIAL "PLEASE-PROVIDE-FOR-PETER-PARKER'S-PAD" PARTY.
LAST TIME I WAS BY, I NOTICED YOU DIDN'T HAVE ANY FURNITURE, PETE,*
EVERYBODY WAS ASKED TO BRING ONE ITEM THEY NO LONGER HAD ANY USE FOR.
EVERY DAY IN EVERY WAY
*BACK IN SPIDER-MAN #158.--LEN!

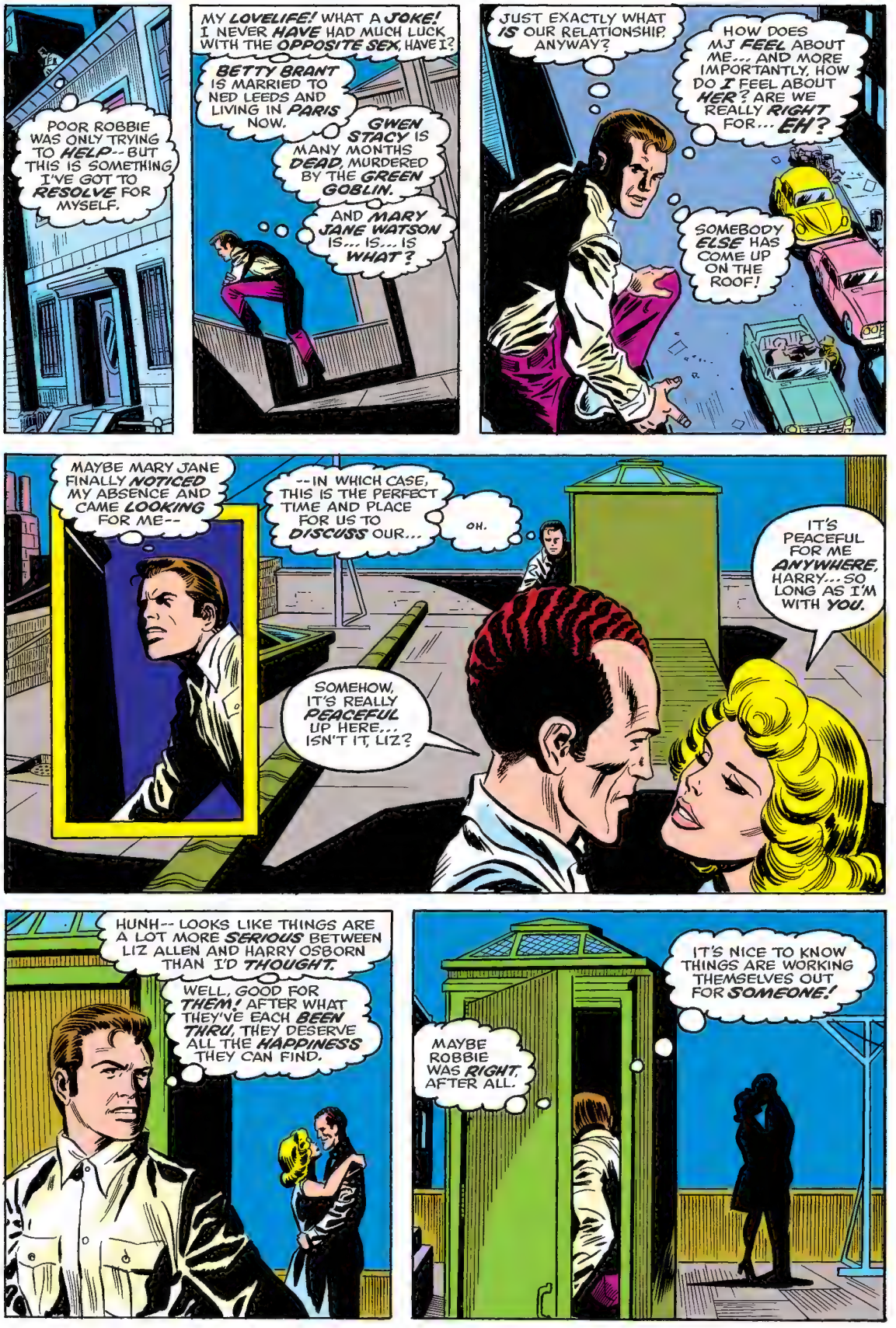
AND NOBODY HAD ANY USE FOR BIG CHIEF DOWN-IN-THE-MOUTH HERE?
YOU'RE KIDDING.

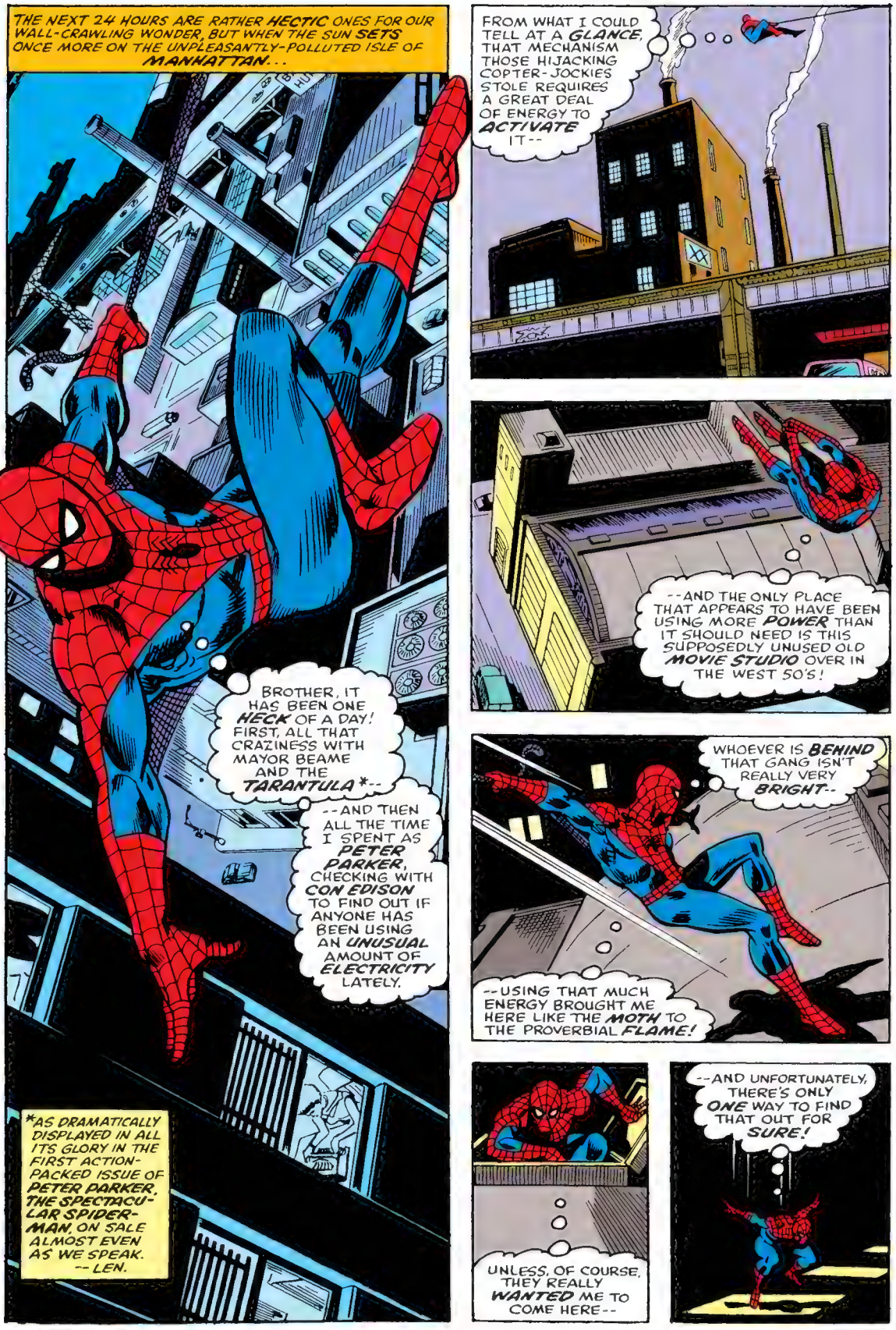

HEY, I LIKE THIS CHAIR.
HAS A REAL LIVED-IN LOOK.
ER... SOMEBODY WANNA HELP ME OUT OF THIS THING?

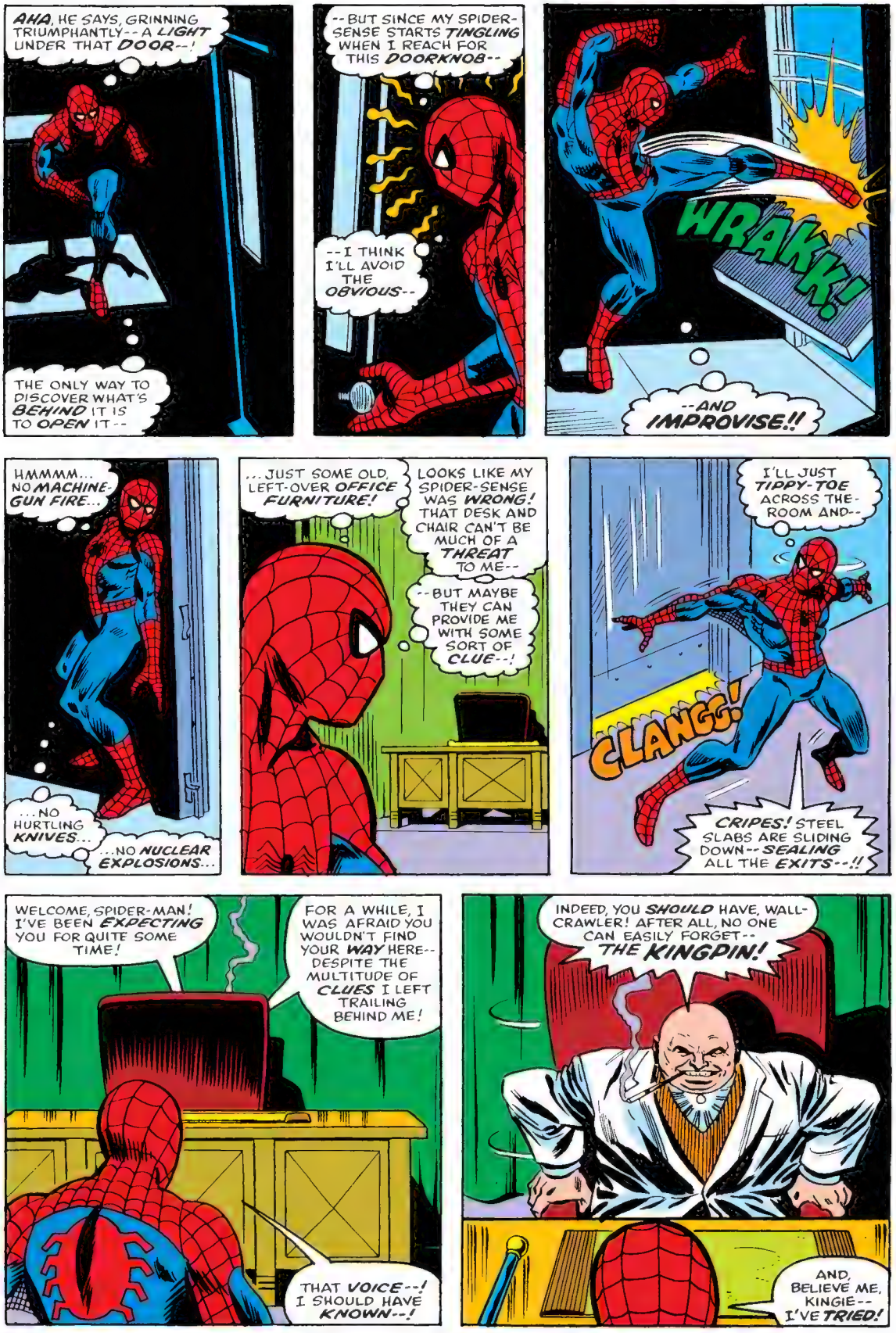

AND HERE, OF COURSE, WE HAVE THE INEVITABLE FIVE TOASTERS.
WHAT WOULD A HOUSE-WARMING PARTY BE WITHOUT THEM?
LISTEN, ACE-- YOU'RE LUCKY. TWO OF 'EM ACTUALLY WORK.
REALLY? MS. GRANT, I'M TRULY TOUCHED.

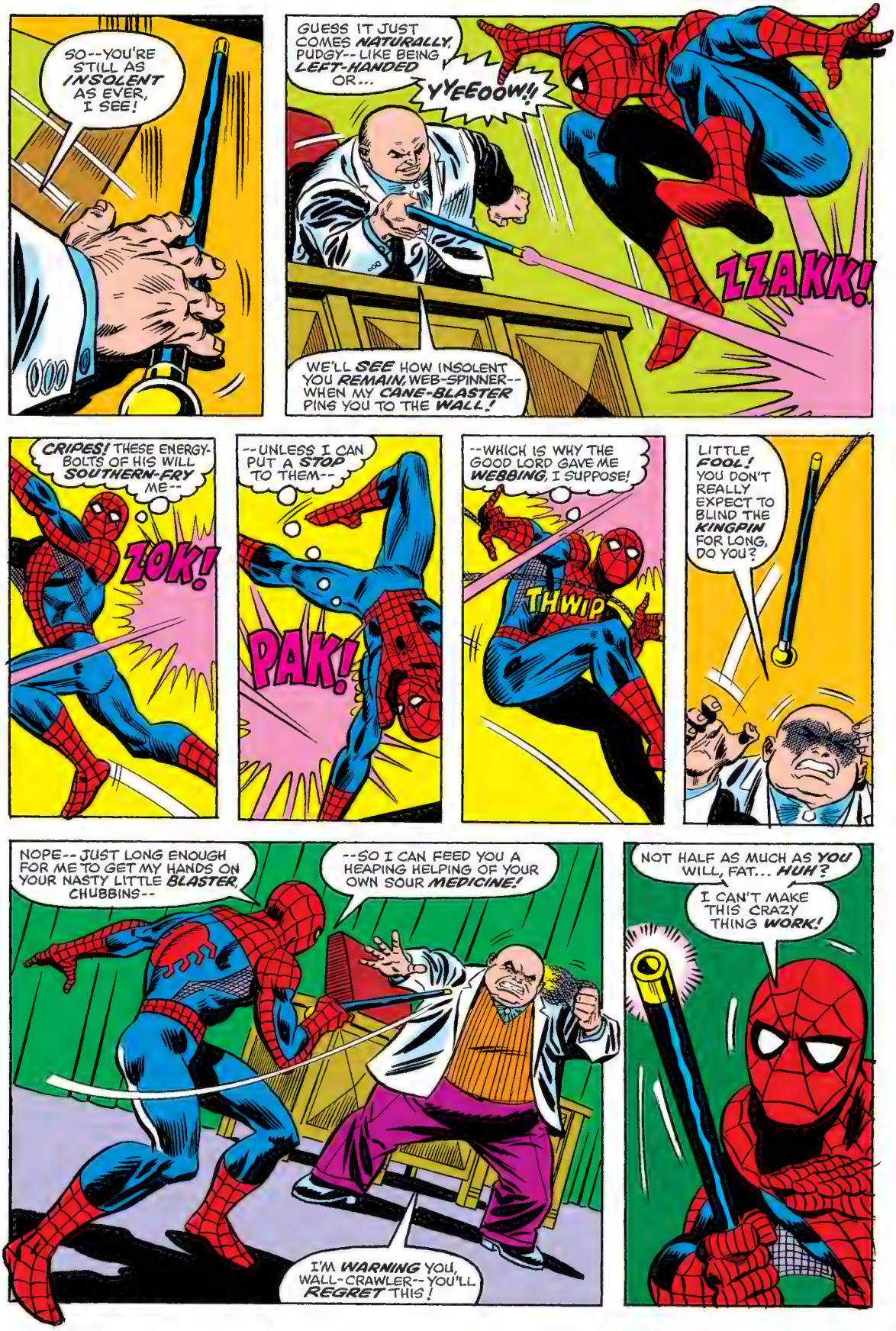

ME AN' THE MISTER FOUND THIS SAIL-FISH DOWN INNA BASEMENT. GUY NAME'A POLANSKI LEFT IT INSTEAD'A THE RENT BACK IN '58.
WE FIGURED YA'D LIKE TA HAVE IT, KID.
MRS. MUGGINS, YOU ARE ONE-OF-A-KIND.
AND SHE'S NOT THE ONLY ONE, TIGER.
AH-- HI, MARY JANE.

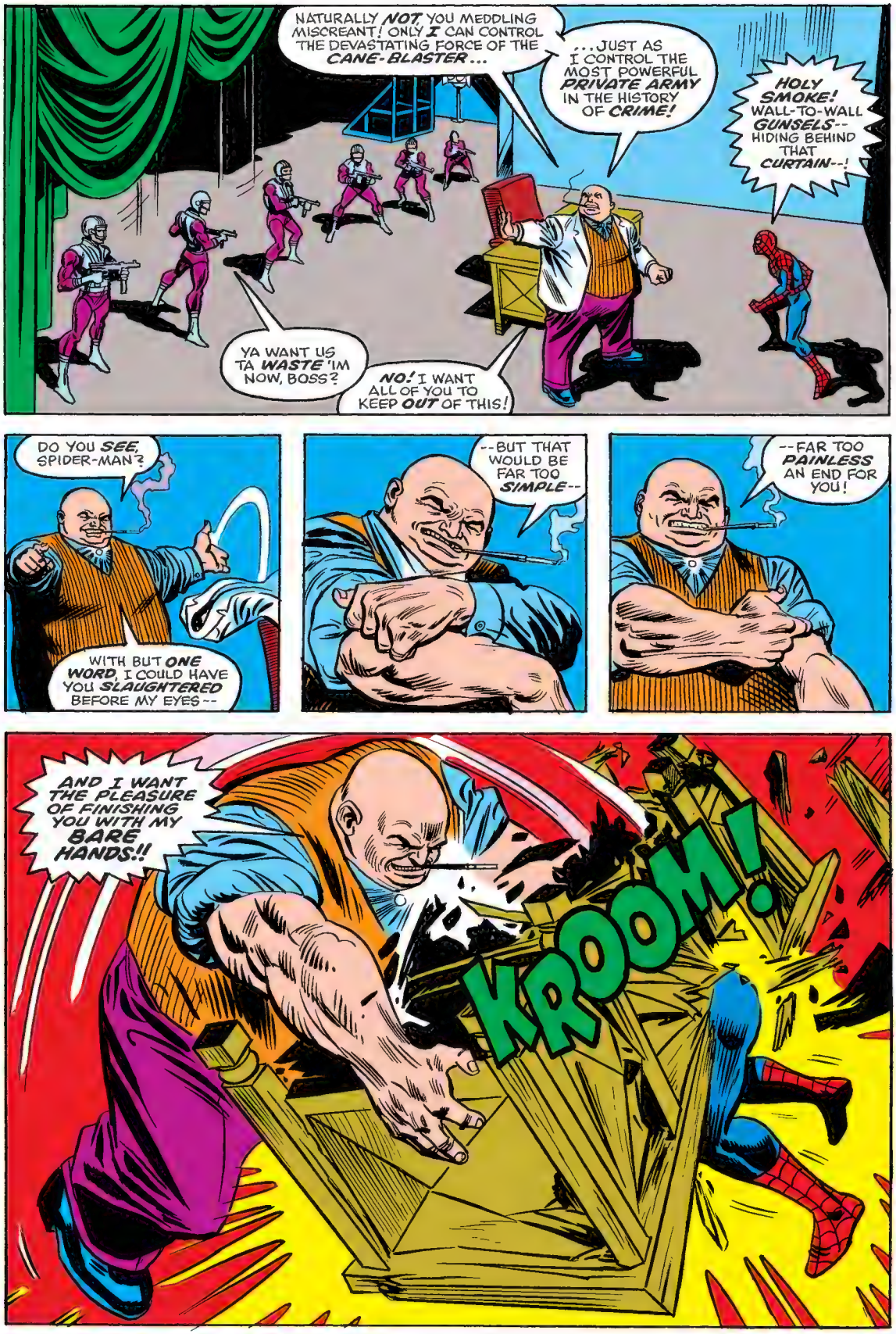

I STOPPED BY YOUR PLACE EARLIER, PRETTY LADY-- WANTED TO TALK TO YOU.
WHAT ABOUT, PETEY?
COLA
ABOUT US, MOSTLY, I THOUGHT MAYBE YOU AND I SHOULD DISCUSS OUR...
WANT A SODA, FLASH?
YEAH... THANKS.
ER--MJ, WHY DON'T WE SIT DOWN?
MIND IF I JOIN YOU, GUYS?
NOT AT ALL, FLASH. GRAB A SEAT.
BUT, I...AH...
EVERY DAY EVERY AY
LOOK, MARY JANE, I WANT TO...OH, EXCUSE ME!
DIDN'T MEAN TO PUT MY ARM WHERE IT DIDN'T BELONG!
I DON'T THINK I CAN TAKE MUCH MORE OF THIS.
EVERY DAY IN EVERY WAY I AM GETTING
HEY, SOMETHING WRONG, PETE? YOU LOOK LIKE SOMEONE PUT A BURR UNDER YOUR SADDLE.
IRRITATED? ME?
NOW WHAT IN THE WORLD EVER GAVE YOU THAT IDEA?
P-PETER?
HEY, PETER--WHAT ARE YOU DOING IN HERE?
ROBBIE--DON'T ASK!
UH-OH. SOUNDS LIKE SOMEONE'S HAVING HASSLES WITH HIS LOVELIFE.
PETER, TAKE THE ADVICE OF AN OLD AND WORLDLY-WISE CITY EDITOR--AND DON'T PRESSURE YOURSELF.
I GUARANTEE YOU--THINGS WILL WORK THEMSELVES OUT.
LIFE IS FAR TOO SHORT TO WASTE TIME WORRYING, PETER--!
PETER?

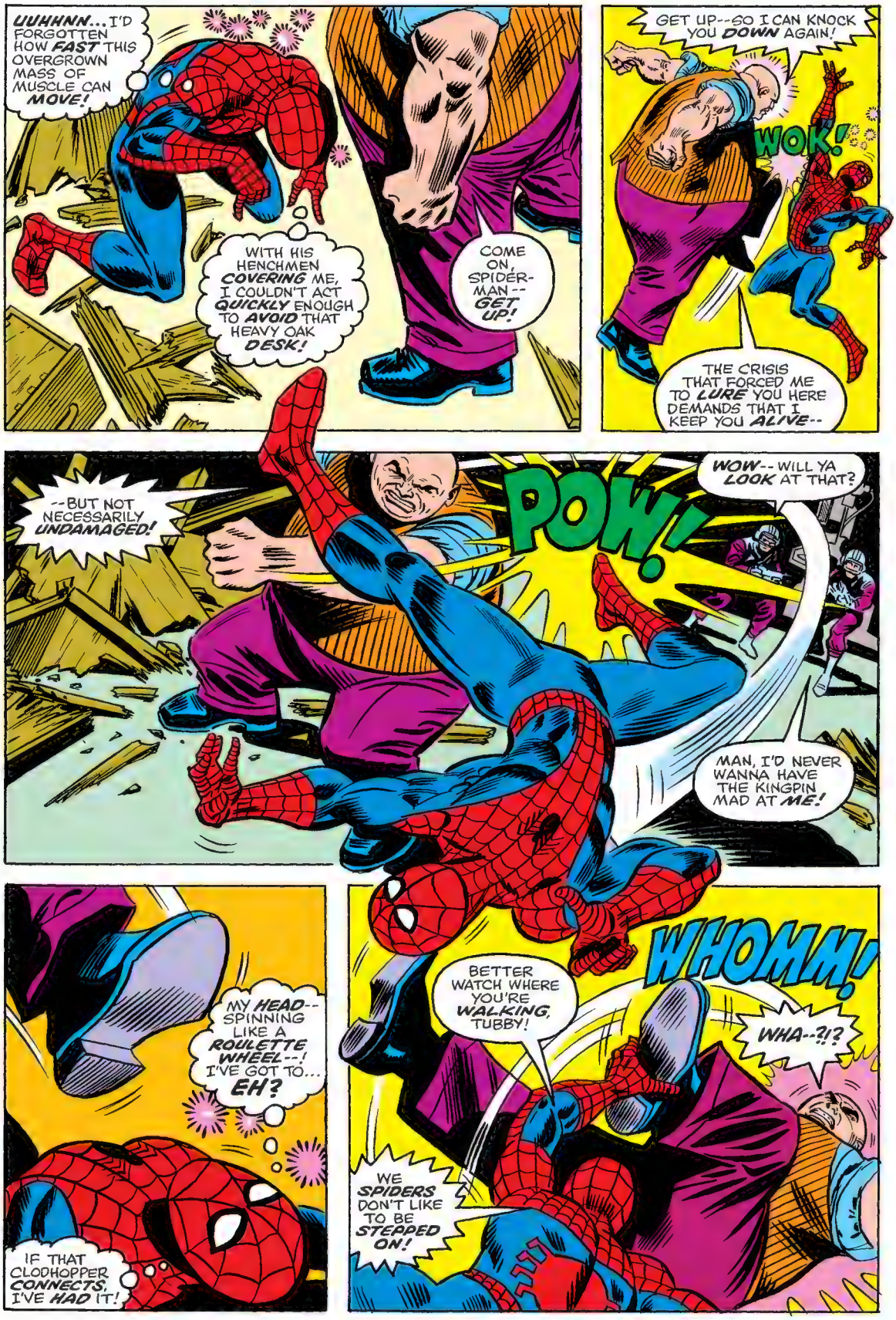

POOR ROBBIE WAS ONLY TRYING TO HELP-- BUT THIS IS SOMETHING I'VE GOT TO RESOLVE FOR MYSELF.
MY LOVELIFE! WHAT A JOKE! I NEVER HAVE HAD MUCH LUCK WITH THE OPPOSITE SEX, HAVE I?
BETTY BRANT IS MARRIED TO NED LEEDS AND LIVING IN PARIS NOW.
GWEN STACY IS MANY MONTHS DEAD, MURDERED BY THE GREEN GOBLIN.
AND MARY JANE WATSON IS... IS... IS WHAT?
JUST EXACTLY WHAT IS OUR RELATIONSHIP, ANYWAY?
HOW DOES MJ FEEL ABOUT ME... AND MORE IMPORTANTLY, HOW DO I FEEL ABOUT HER? ARE WE REALLY RIGHT FOR... EH?
SOMEBODY ELSE HAS COME UP ON THE ROOF!
MAYBE MARY JANE FINALLY NOTICED MY ABSENCE AND CAME LOOKING FOR ME--
--IN WHICH CASE, THIS IS THE PERFECT TIME AND PLACE FOR US TO DISCUSS OUR...
OH.
IT'S PEACEFUL FOR ME ANYWHERE, HARRY... SO LONG AS I'M WITH YOU.
SOMEHOW, IT'S REALLY PEACEFUL UP HERE... ISN'T IT, LIZ?
HUNH-- LOOKS LIKE THINGS ARE A LOT MORE SERIOUS BETWEEN LIZ ALLEN AND HARRY OSBORN THAN I'D THOUGHT.
WELL, GOOD FOR THEM! AFTER WHAT THEY'VE EACH BEEN THRU, THEY DESERVE ALL THE HAPPINESS THEY CAN FIND.
MAYBE ROBBIE WAS RIGHT, AFTER ALL.
IT'S NICE TO KNOW THINGS ARE WORKING THEMSELVES OUT FOR SOMEONE!

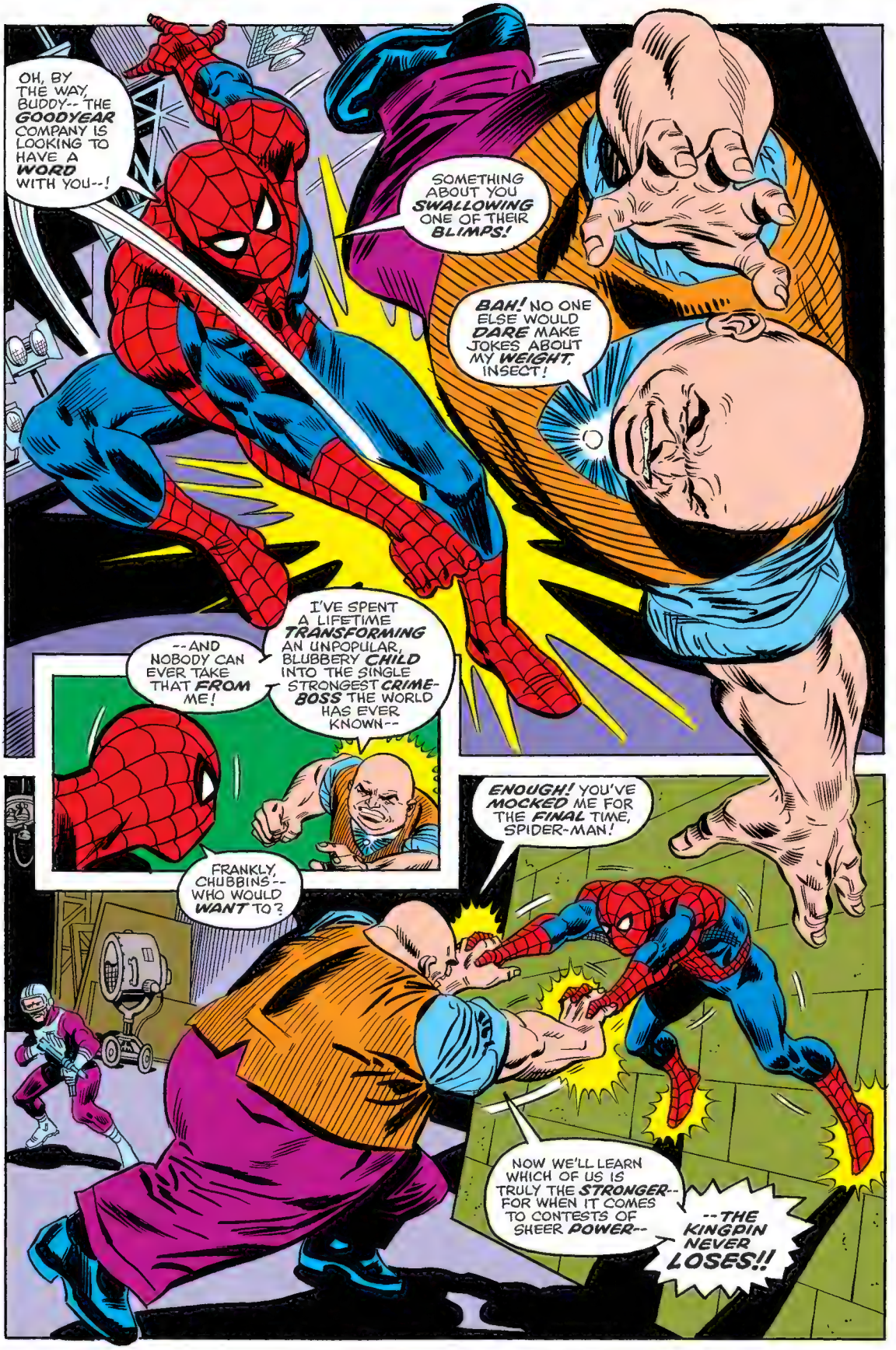

THE NEXT 24 HOURS ARE RATHER HECTIC ONES FOR OUR WALL-CRAWLING WONDER, BUT WHEN THE SUN SETS ONCE MORE ON THE UNPLEASANTLY-POLLUTED ISLE OF MANHATTAN...
BROTHER, IT HAS BEEN ONE HECK OF A DAY! FIRST, ALL THAT CRAZINESS WITH MAYOR BEAME AND THE TARANTULA*--
--AND THEN ALL THE TIME I SPENT AS PETER PARKER, CHECKING WITH CON EDISON TO FIND OUT IF ANYONE HAS BEEN USING AN UNUSUAL AMOUNT OF ELECTRICITY LATELY.
*AS DRAMATICALLY DISPLAYED IN ALL ITS GLORY IN THE FIRST ACTION-PACKED ISSUE OF PETER PARKER, THE SPECTACULAR SPIDER-MAN, ON SALE ALMOST EVEN AS WE SPEAK. -- LEN.
FROM WHAT I COULD TELL AT A GLANCE, THAT MECHANISM THOSE HIJACKING COPTER-JOCKIES STOLE REQUIRES A GREAT DEAL OF ENERGY TO ACTIVATE IT--
--AND THE ONLY PLACE THAT APPEARS TO HAVE BEEN USING MORE POWER THAN IT SHOULD NEED IS THIS SUPPOSEDLY UNUSED OLD MOVIE STUDIO OVER IN THE WEST 50'S!
WHOEVER IS BEHIND THAT GANG ISN'T REALLY VERY BRIGHT--
--USING THAT MUCH ENERGY BROUGHT ME HERE LIKE THE MOTH TO THE PROVERBIAL FLAME!
UNLESS, OF COURSE, THEY REALLY WANTED ME TO COME HERE--
--AND UNFORTUNATELY, THERE'S ONLY ONE WAY TO FIND THAT OUT FOR SURE!

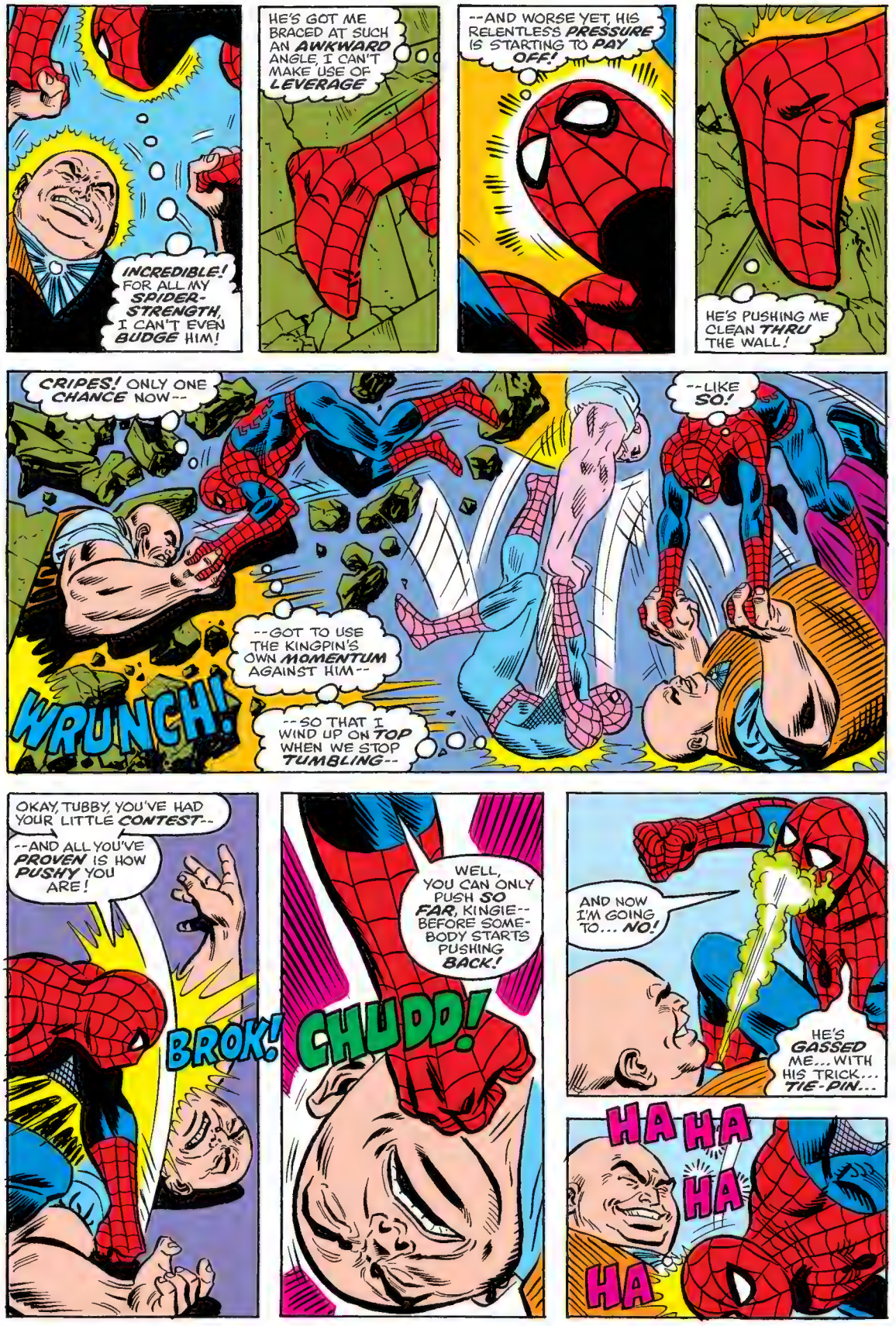

AHA, HE SAYS, GRINNING TRIUMPHANTLY--A LIGHT UNDER THAT DOOR--!
THE ONLY WAY TO DISCOVER WHAT'S BEHIND IT IS TO OPEN IT--
--BUT SINCE MY SPIDER-SENSE STARTS TINGLING WHEN I REACH FOR THIS DOORKNOB--
--I THINK I'LL AVOID THE OBVIOUS--
WRAKK!
--AND IMPROVISE!!
HMMMM... NO MACHINE GUN FIRE...
...NO HURTLING KNIVES...
...NO NUCLEAR EXPLOSIONS...
...JUST SOME OLD, LEFT-OVER OFFICE FURNITURE!
LOOKS LIKE MY SPIDER-SENSE WAS WRONG! THAT DESK AND CHAIR CAN'T BE MUCH OF A THREAT TO ME--
--BUT MAYBE THEY CAN PROVIDE ME WITH SOME SORT OF CLUE--!
I'LL JUST TIPPY-TOE ACROSS THE-ROOM AND--
CLANGG!
CRIPES! STEEL SLABS ARE SLIDING DOWN--SEALING ALL THE EXITS--!!
WELCOME, SPIDER-MAN! I'VE BEEN EXPECTING YOU FOR QUITE SOME TIME!
FOR A WHILE, I WAS AFRAID YOU WOULDN'T FIND YOUR WAY HERE--DESPITE THE MULTITUDE OF CLUES I LEFT TRAILING BEHIND ME!
THAT VOICE--! I SHOULD HAVE KNOWN--!
INDEED, YOU SHOULD HAVE, WALL-CRAWLER! AFTER ALL, NO ONE CAN EASILY FORGET--THE KINGPIN!
AND, BELIEVE ME, KINGIE--I'VE TRIED!

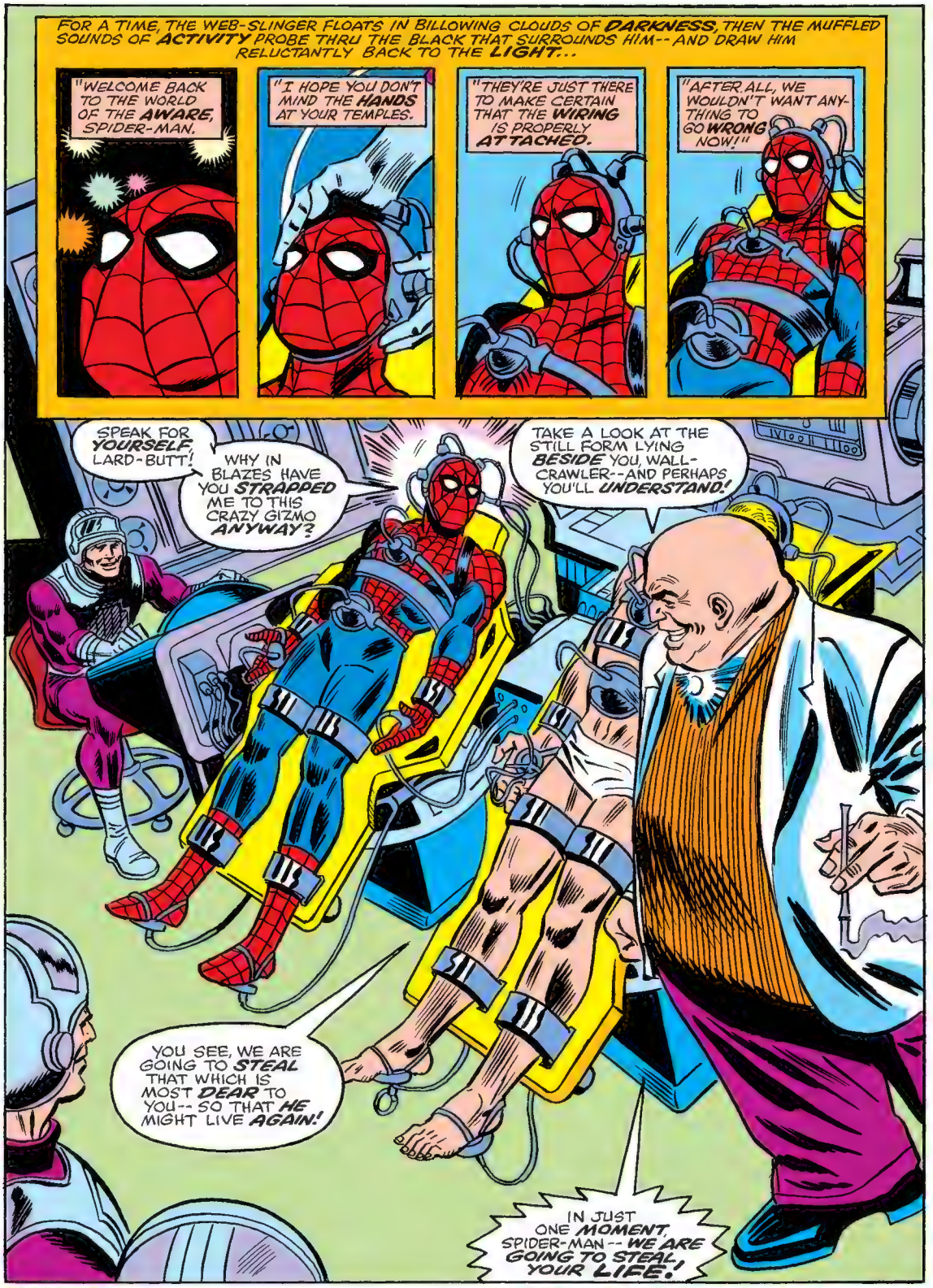

SO--YOU'RE STILL AS INSOLENT AS EVER, I SEE!
GUESS IT JUST COMES NATURALLY, PUDGY-- LIKE BEING LEFT-HANDED OR...
YYEEOOW!!
ZZAKK!
WE'LL SEE HOW INSOLENT YOU REMAIN, WEB-SPINNER-- WHEN MY CANE-BLASTER PINS YOU TO THE WALL!
CRIPES! THESE ENERGY-BOLTS OF HIS WILL SOUTHERN-FRY ME--
ZOK!
--UNLESS I CAN PUT A STOP TO THEM--
PAK!
--WHICH IS WHY THE GOOD LORD GAVE ME WEBBING, I SUPPOSE!
THWIP
LITTLE FOOL! YOU DON'T REALLY EXPECT TO BLIND THE KINGPIN FOR LONG, DO YOU?
NOPE-- JUST LONG ENOUGH FOR ME TO GET MY HANDS ON YOUR NASTY LITTLE BLASTER, CHUBBINS--
--SO I CAN FEED YOU A HEAPING HELPING OF YOUR OWN SOUR MEDICINE!
I'M WARNING YOU, WALL-CRAWLER-- YOU'LL REGRET THIS!
NOT HALF AS MUCH AS YOU WILL, FAT... HUH?
I CAN'T MAKE THIS CRAZY THING WORK!


NATURALLY NOT, YOU MEDDLING MISCREANT! ONLY I CAN CONTROL THE DEVASTATING FORCE OF THE CANE-BLASTER...
...JUST AS I CONTROL THE MOST POWERFUL PRIVATE ARMY IN THE HISTORY OF CRIME!
HOLY SMOKE! WALL-TO-WALL GUNSELS-- HIDING BEHIND THAT CURTAIN--!
YA WANT US TA WASTE 'IM NOW, BOSS?
NO! I WANT ALL OF YOU TO KEEP OUT OF THIS!
DO YOU SEE, SPIDER-MAN?
WITH BUT ONE WORD, I COULD HAVE YOU SLAUGHTERED BEFORE MY EYES--
--BUT THAT WOULD BE FAR TOO SIMPLE--
--FAR TOO PAINLESS AN END FOR YOU!
AND I WANT THE PLEASURE OF FINISHING YOU WITH MY BARE HANDS!!
KROOM!


UUHHNN... I'D FORGOTTEN HOW FAST THIS OVERGROWN MASS OF MUSCLE CAN MOVE!
WITH HIS HENCHMEN COVERING ME, I COULDN'T ACT QUICKLY ENOUGH TO AVOID THAT HEAVY OAK DESK!
COME ON, SPIDER-MAN-- GET UP!
GET UP--SO I CAN KNOCK YOU DOWN AGAIN!
WOK!
THE CRISIS THAT FORCED ME TO LURE YOU HERE DEMANDS THAT I KEEP YOU ALIVE--
--BUT NOT NECESSARILY UNDAMAGED!
POW!
WOW-- WILL YA LOOK AT THAT?
MAN, I'D NEVER WANNA HAVE THE KINGPIN MAD AT ME!
MY HEAD-- SPINNING LIKE A ROULETTE WHEEL--! I'VE GOT TO... EH?
IF THAT CLODHOPPER CONNECTS, I'VE HAD IT!
WHOMM!
BETTER WATCH WHERE YOU'RE WALKING, TUBBY!
WHA--?!?
WE SPIDERS DON'T LIKE TO BE STEPPED ON!


OH, BY THE WAY, BUDDY-- THE GOODYEAR COMPANY IS LOOKING TO HAVE A WORD WITH YOU--!
SOMETHING ABOUT YOU SWALLOWING ONE OF THEIR BLIMPS!
BAH! NO ONE ELSE WOULD DARE MAKE JOKES ABOUT MY WEIGHT, INSECT!
--AND NOBODY CAN EVER TAKE THAT FROM ME!
I'VE SPENT A LIFETIME TRANSFORMING AN UNPOPULAR, BLUBBERY CHILD INTO THE SINGLE STRONGEST CRIME-BOSS THE WORLD HAS EVER KNOWN--
FRANKLY, CHUBBINS-- WHO WOULD WANT TO?
ENOUGH! YOU'VE MOCKED ME FOR THE FINAL TIME, SPIDER-MAN!
NOW WE'LL LEARN WHICH OF US IS TRULY THE STRONGER-- FOR WHEN IT COMES TO CONTESTS OF SHEER POWER--
--THE KINGPIN NEVER LOSES!!


INCREDIBLE! FOR ALL MY SPIDER-STRENGTH, I CAN'T EVEN BUDGE HIM!
HE'S GOT ME BRACED AT SUCH AN AWKWARD ANGLE, I CAN'T MAKE USE OF LEVERAGE
--AND WORSE YET, HIS RELENTLESS PRESSURE IS STARTING TO PAY OFF!
HE'S PUSHING ME CLEAN THRU THE WALL!
CRIPES! ONLY ONE CHANCE NOW--
--GOT TO USE THE KINGPIN'S OWN MOMENTUM AGAINST HIM--
--SO THAT I WIND UP ON TOP WHEN WE STOP TUMBLING--
WRUNCH!
--LIKE SO!
OKAY, TUBBY, YOU'VE HAD YOUR LITTLE CONTEST--
--AND ALL YOU'VE PROVEN IS HOW PUSHY YOU ARE!
BROK!
WELL, YOU CAN ONLY PUSH SO FAR, KINGIE-- BEFORE SOMEBODY STARTS PUSHING BACK!
CHUDD!
AND NOW I'M GOING TO... NO!
HE'S GASSED ME... WITH HIS TRICK... TIE-PIN...
HA HA HA HA HA


FOR A TIME, THE WEB-SLINGER FLOATS IN BILLOWING CLOUDS OF DARKNESS, THEN THE MUFFLED SOUNDS OF ACTIVITY PROBE THRU THE BLACK THAT SURROUNDS HIM--AND DRAW HIM RELUCTANTLY BACK TO THE LIGHT...
"WELCOME BACK TO THE WORLD OF THE AWARE, SPIDER-MAN.
"I HOPE YOU DON'T MIND THE HANDS AT YOUR TEMPLES.
"THEY'RE JUST THERE TO MAKE CERTAIN THAT THE WIRING IS PROPERLY ATTACHED.
"AFTER ALL, WE WOULDN'T WANT ANYTHING TO GO WRONG NOW!"
SPEAK FOR YOURSELF, LARD-BUTT!
WHY IN BLAZES HAVE YOU STRAPPED ME TO THIS CRAZY GIZMO ANYWAY?
TAKE A LOOK AT THE STILL FORM LYING BESIDE YOU, WALL-CRAWLER--AND PERHAPS YOU'LL UNDERSTAND!
YOU SEE, WE ARE GOING TO STEAL THAT WHICH IS MOST DEAR TO YOU--SO THAT HE MIGHT LIVE AGAIN!
IN JUST ONE MOMENT, SPIDER-MAN--WE ARE GOING TO STEAL YOUR LIFE!

NEXT ISSUE:

SEE SPIDER-MAN LITERALLY **DYING** ON HIS FEET! SEE THE DRAMATIC RETURN OF DR. **CURT CONNERS!** SEE A BLAZING **BATTLE ROYAL** IN THE BROOKLYN NAVY YARDS! SEE **ACTION** LIKE YOU'VE NEVER SEEN BEFORE IN THE THRILLER WE HAD TO CALL...

DEADLINE!

BE HERE!

SPIDER-MAN
MARVEL COMICS GROUP™
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30¢ CC
164 JAN 02457
the AMAZING SPIDER-MAN®
PLEADING WON'T HELP YOU, WEB-SLINGER! WITHIN SECONDS, YOU'LL BE DEAD!
AND THERE'S NOTHING YOU CAN DO TO PREVENT IT!
THE FINAL HOUR!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

LEN WEIN WRITER/EDITOR ✳ ROSS ANDRU ILLUSTRATOR ✳ MIKE ESPOSITO EMBELLISHER ✳ GLYNIS WEIN COLORIST ✳ JOE R. & JOHN C. LETTERERS

DEADLINE!

NOW DO YOU UNDERSTAND WHY I WANTED TO CAPTURE YOU *INTACT*, SPIDER-MAN?

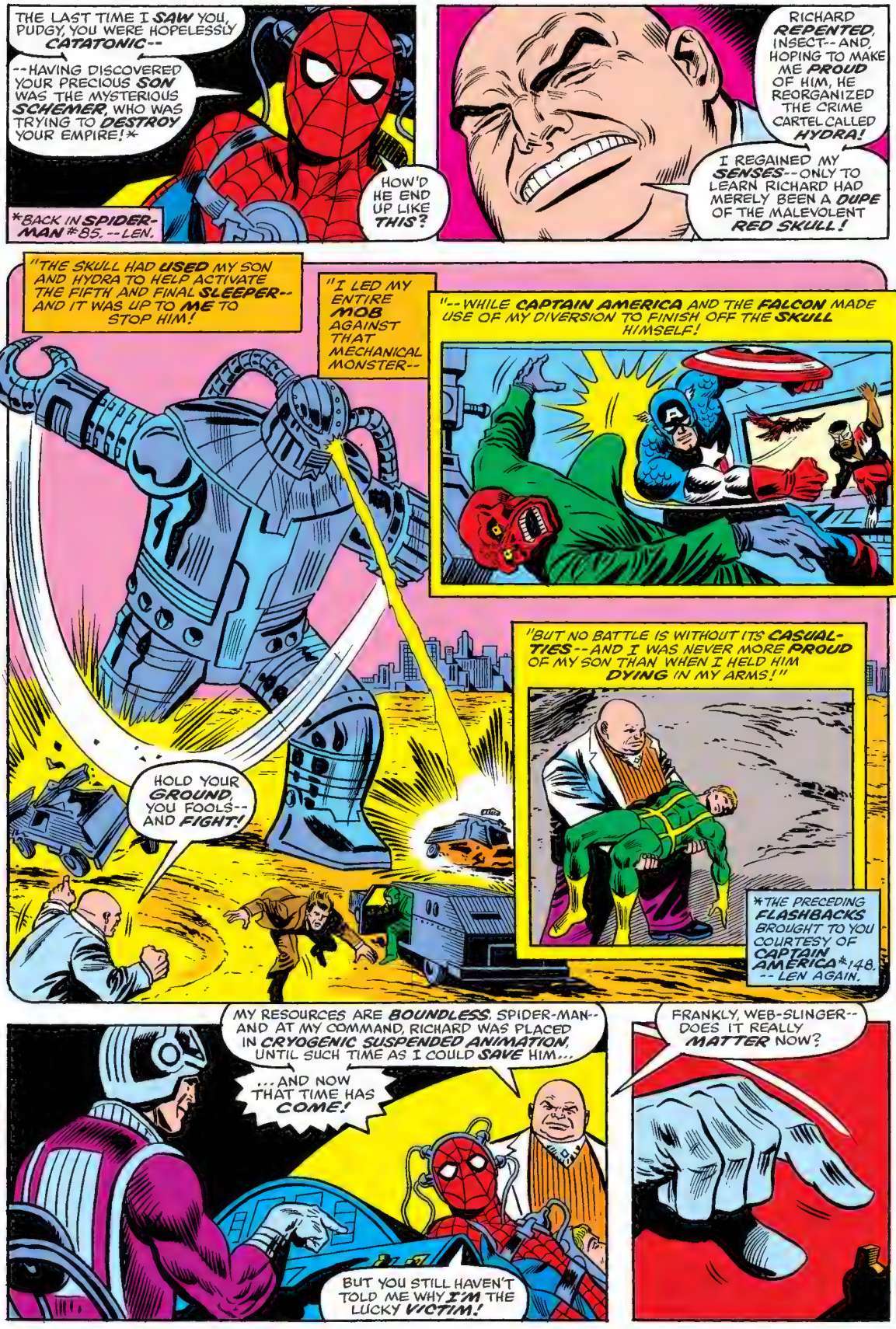
IN MERE MOMENTS, THIS MACHINE IS GOING TO *STEAL* YOUR VERY *LIFE-FORCE*--

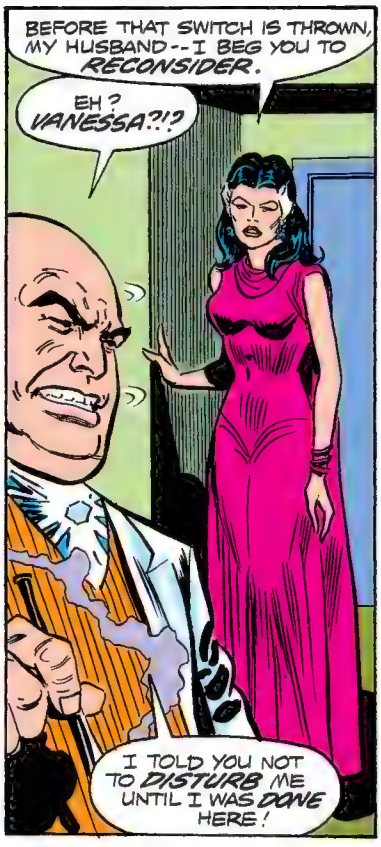
--SO THAT MY *SON* MIGHT LIVE *AGAIN!!*

YOU'RE SURE I CAN'T TALK YOU *OUT* OF THIS, KINGPIN?

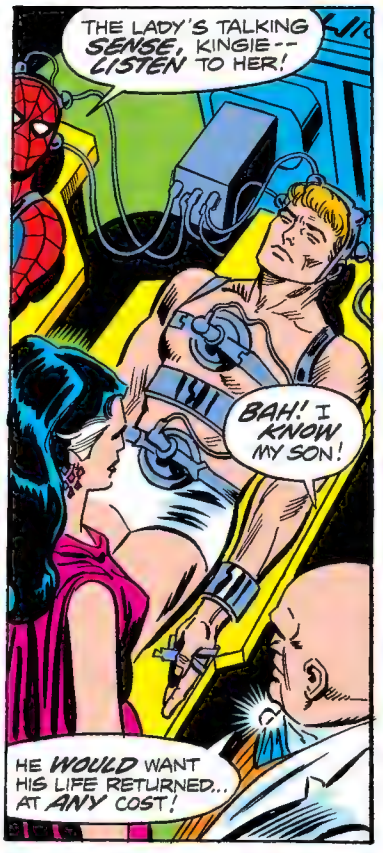
NO... SOMEHOW I DIDN'T *THINK* SO.

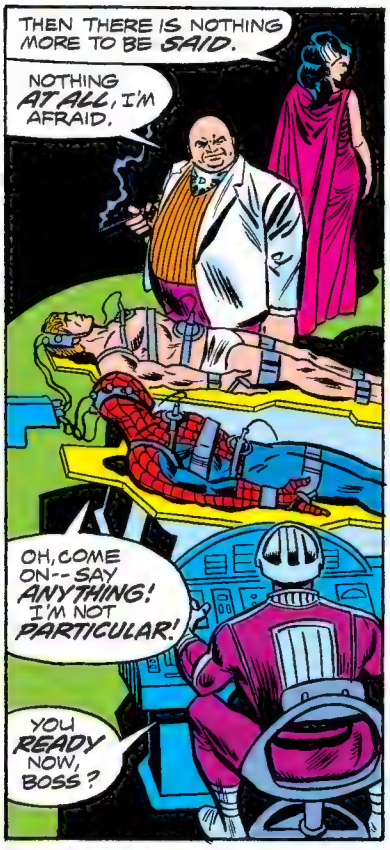
OKAY, THE SITUATION IS *THIS*: AFTER A BONE-NUMBING *BATTLE*, OUR WEB-HEADED HERO HAS BECOME A HELPLESS *CAPTIVE* OF THE MOUNTAINOUS MAN-MENACE CALLED THE *KINGPIN*--AND, FRANKLY, THINGS ARE GONNA GET *WORSE!* READ ON, TIGER--AND *SEE* FOR YOURSELF!


THE LAST TIME I SAW YOU, PUDGY, YOU WERE HOPELESSLY CATATONIC--
--HAVING DISCOVERED YOUR PRECIOUS SON WAS THE MYSTERIOUS SCHEMER, WHO WAS TRYING TO DESTROY YOUR EMPIRE!*
*BACK IN SPIDER-MAN #85. --LEN.
HOW'D HE END UP LIKE THIS?
RICHARD REPENTED, INSECT--AND, HOPING TO MAKE ME PROUD OF HIM, HE REORGANIZED THE CRIME CARTEL CALLED HYDRA!
I REGAINED MY SENSES--ONLY TO LEARN RICHARD HAD MERELY BEEN A DUPE OF THE MALEVOLENT RED SKULL!
"THE SKULL HAD USED MY SON AND HYDRA TO HELP ACTIVATE THE FIFTH AND FINAL SLEEPER--AND IT WAS UP TO ME TO STOP HIM!
"I LED MY ENTIRE MOB AGAINST THAT MECHANICAL MONSTER--
"--WHILE CAPTAIN AMERICA AND THE FALCON MADE USE OF MY DIVERSION TO FINISH OFF THE SKULL HIMSELF!
HOLD YOUR GROUND, YOU FOOLS--AND FIGHT!
"BUT NO BATTLE IS WITHOUT ITS CASUALTIES--AND I WAS NEVER MORE PROUD OF MY SON THAN WHEN I HELD HIM DYING IN MY ARMS!"
*THE PRECEDING FLASHBACKS BROUGHT TO YOU COURTESY OF CAPTAIN AMERICA #148. --LEN AGAIN.
MY RESOURCES ARE BOUNDLESS, SPIDER-MAN--AND AT MY COMMAND, RICHARD WAS PLACED IN CRYOGENIC SUSPENDED ANIMATION, UNTIL SUCH TIME AS I COULD SAVE HIM...
...AND NOW THAT TIME HAS COME!
BUT YOU STILL HAVEN'T TOLD ME WHY I'M THE LUCKY VICTIM!
FRANKLY, WEB-SLINGER--DOES IT REALLY MATTER NOW?

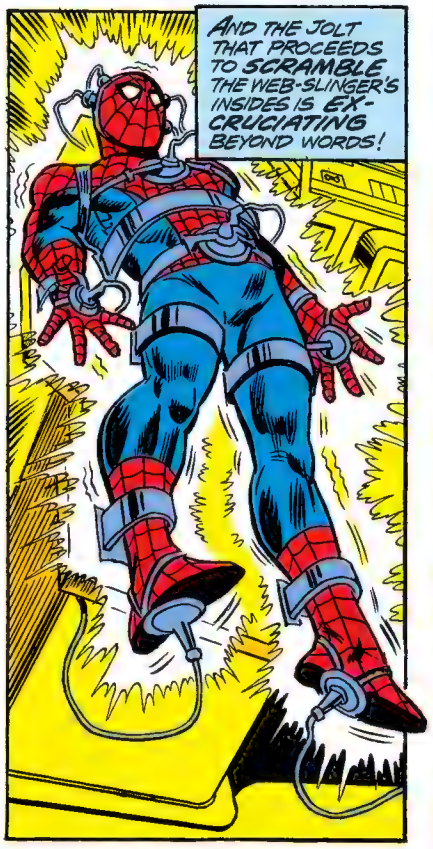

BEFORE THAT SWITCH IS THROWN, MY HUSBAND--I BEG YOU TO RECONSIDER.
EH? VANESSA?!?
I TOLD YOU NOT TO DISTURB ME UNTIL I WAS DONE HERE!

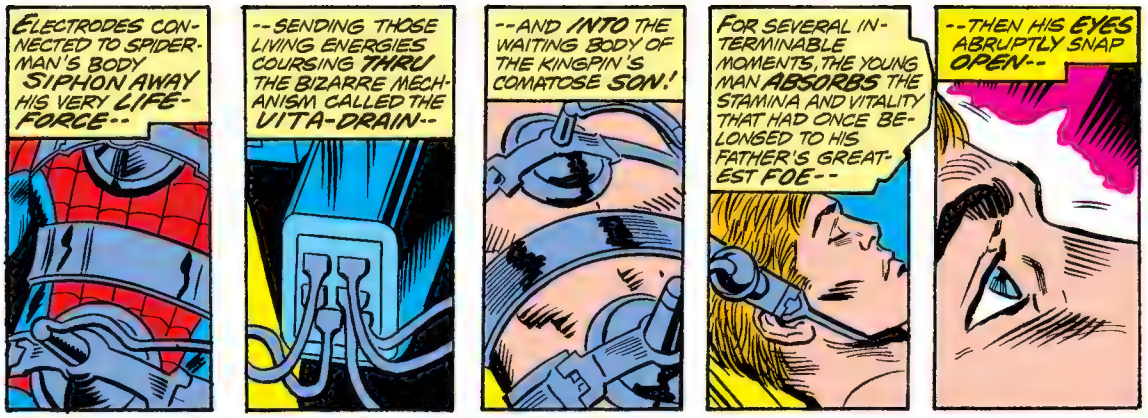
RICHARD IS MY SON AS WELL, BELOVED. I AM ENTITLED TO SPEAK ON HIS BEHALF.
AND ARE YOU SO CERTAIN HE WANTS TO BE REVIVED--IF THE COST OF HIS REVIVAL IS SOMEONE ELSE'S LIFE?

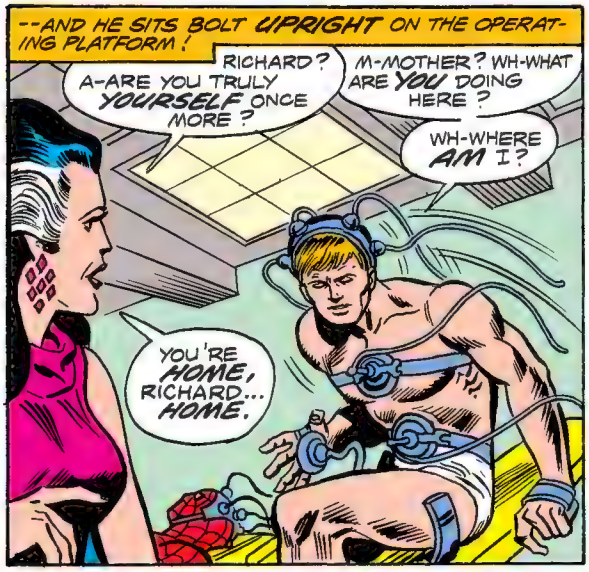

THE LADY'S TALKING SENSE, KINGIE--LISTEN TO HER!
BAH! I KNOW MY SON!
HE WOULD WANT HIS LIFE RETURNED... AT ANY COST!

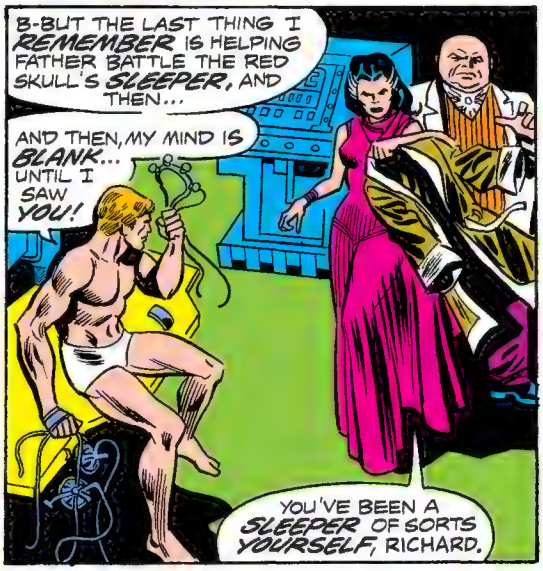

THEN THERE IS NOTHING MORE TO BE SAID.
NOTHING AT ALL, I'M AFRAID.
OH, COME ON--SAY ANYTHING! I'M NOT PARTICULAR!
YOU READY NOW, BOSS?

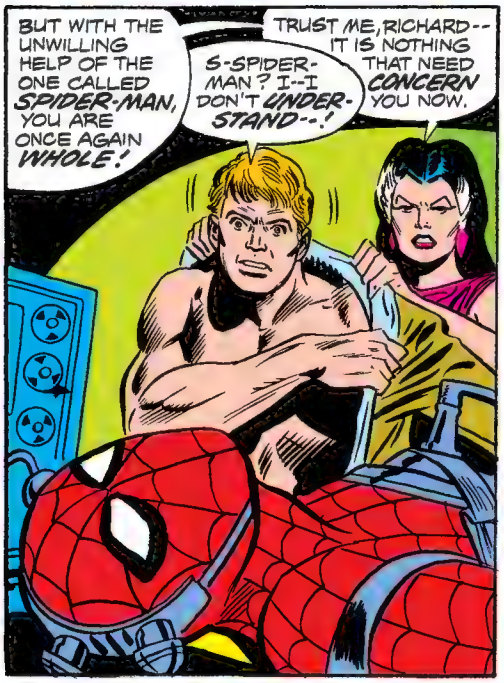
YES, NUMBER 12! THIS MOMENT IS ALL I HAVE LIVED FOR--FOR FAR TOO LONG A TIME!
ACTIVATE THE VITA-DRAIN--NOW!!
YES SIR!
CLIK!


AND THE JOLT THAT PROCEEDS TO SCRAMBLE THE WEB-SLINGER'S INSIDES IS EX-CRUCIATING BEYOND WORDS!

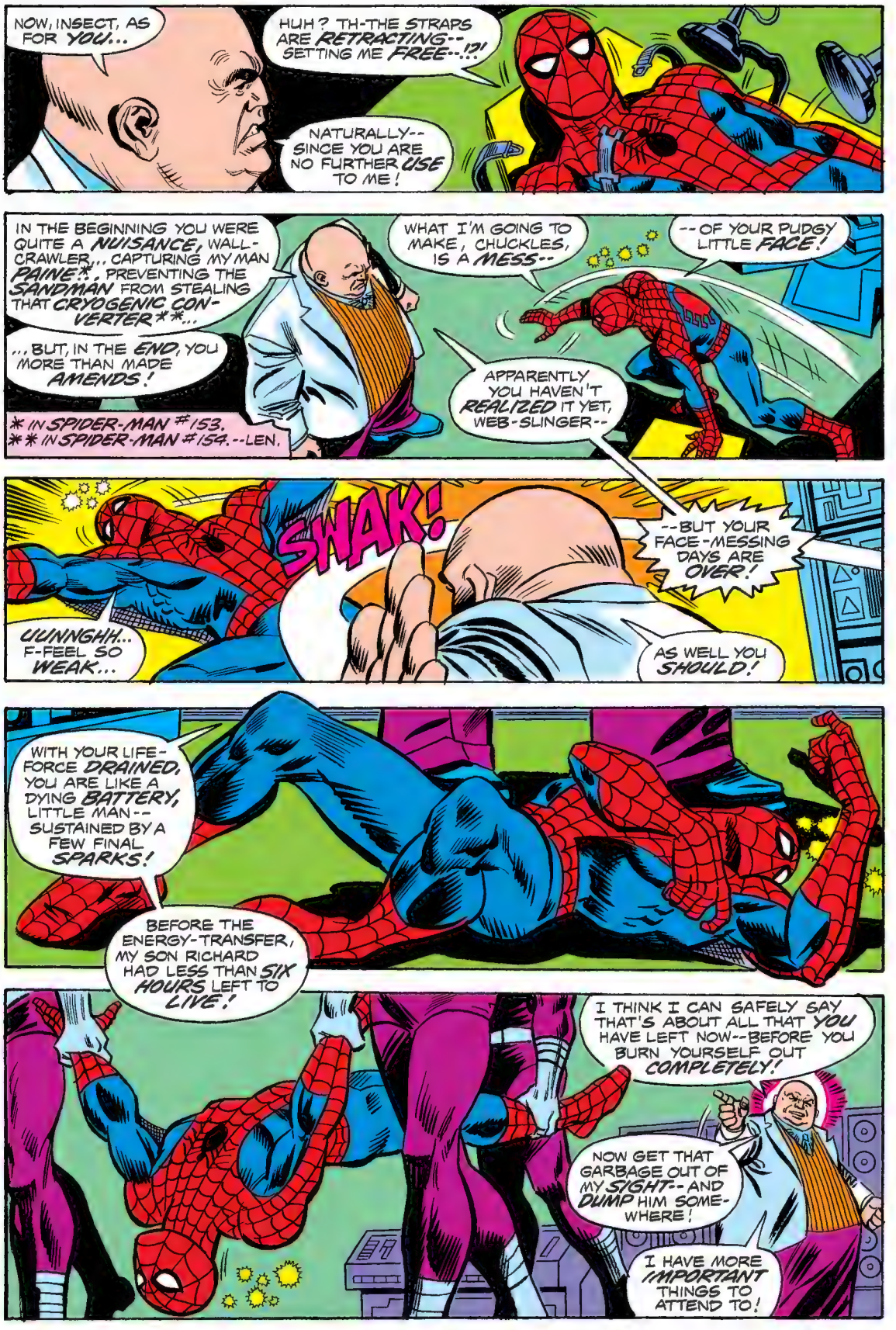

ELECTRODES CONNECTED TO SPIDER-MAN'S BODY SIPHON AWAY HIS VERY LIFE-FORCE--
--SENDING THOSE LIVING ENERGIES COURSING THRU THE BIZARRE MECHANISM CALLED THE VITA-DRAIN--
--AND INTO THE WAITING BODY OF THE KINGPIN'S COMATOSE SON!
FOR SEVERAL INTERMINABLE MOMENTS, THE YOUNG MAN ABSORBS THE STAMINA AND VITALITY THAT HAD ONCE BELONGED TO HIS FATHER'S GREATEST FOE--
--THEN HIS EYES ABRUPTLY SNAP OPEN--

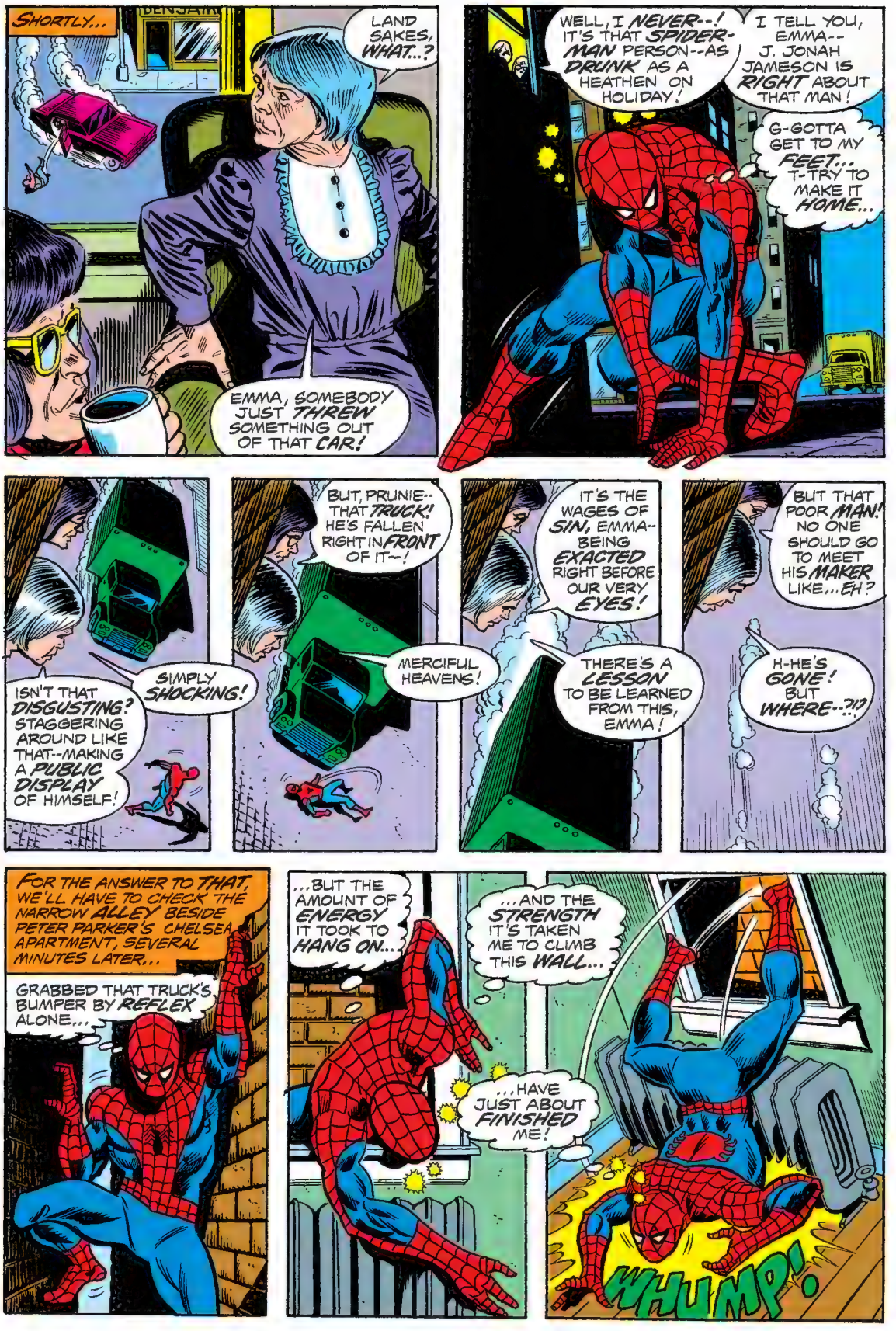

--AND HE SITS BOLT UPRIGHT ON THE OPERATING PLATFORM!
RICHARD? A-ARE YOU TRULY YOURSELF ONCE MORE?
M-MOTHER? WH-WHAT ARE YOU DOING HERE?
WH-WHERE AM I?
YOU'RE HOME, RICHARD... HOME.


B-BUT THE LAST THING I REMEMBER IS HELPING FATHER BATTLE THE RED SKULL'S SLEEPER, AND THEN...
AND THEN, MY MIND IS BLANK... UNTIL I SAW YOU!
YOU'VE BEEN A SLEEPER OF SORTS YOURSELF, RICHARD.

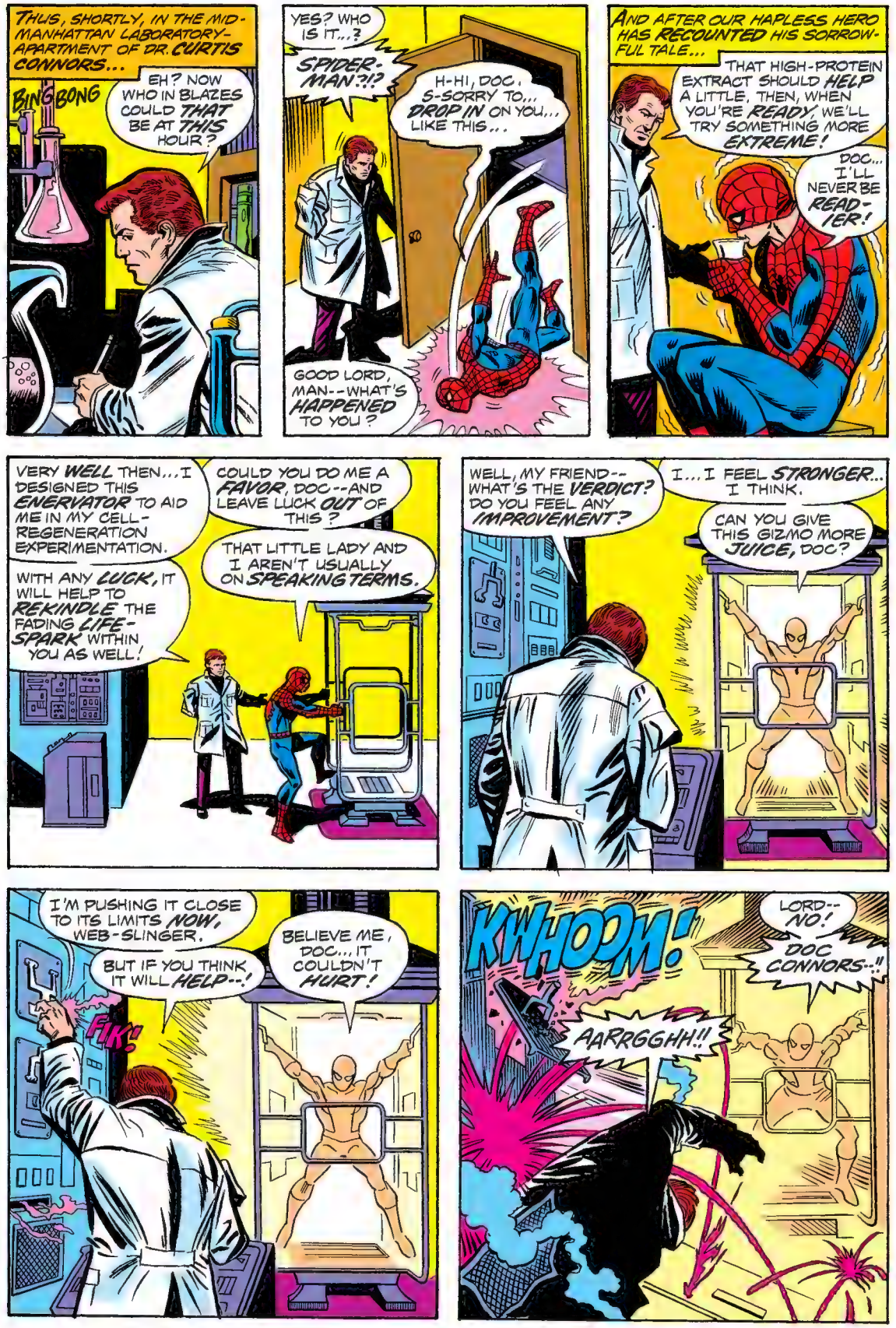

BUT WITH THE UNWILLING HELP OF THE ONE CALLED SPIDER-MAN, YOU ARE ONCE AGAIN WHOLE!
S-SPIDER-MAN? I--I DON'T UNDERSTAND--!
TRUST ME, RICHARD-- IT IS NOTHING THAT NEED CONCERN YOU NOW.

AT THE MOMENT, YOU AND I HAVE OTHER THINGS TO TALK ABOUT.
COME... MY SON.
AND ACROSS THE ROOM, THE MAN RESPONSIBLE FOR RICHARD'S REMARKABLE RESURRECTION STANDS ALONE... AND ALL BUT FORGOTTEN.

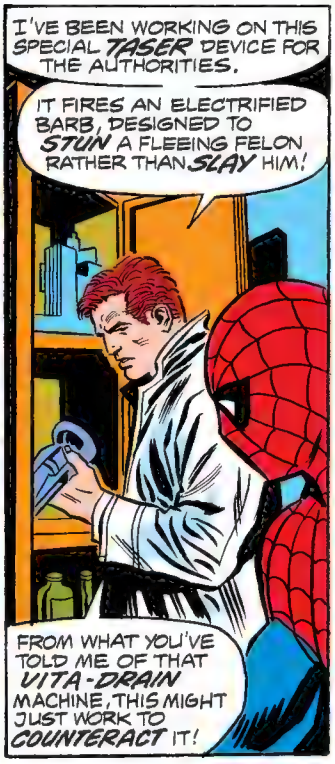

NOW, INSECT, AS FOR YOU...
HUH? TH-THE STRAPS ARE RETRACTING--SETTING ME FREE--!?!
NATURALLY--SINCE YOU ARE NO FURTHER USE TO ME!
IN THE BEGINNING YOU WERE QUITE A NUISANCE, WALL-CRAWLER... CAPTURING MY MAN PAINE*, PREVENTING THE SANDMAN FROM STEALING THAT CRYOGENIC CONVERTER**...
...BUT, IN THE END, YOU MORE THAN MADE AMENDS!
WHAT I'M GOING TO MAKE, CHUCKLES, IS A MESS--
--OF YOUR PUDGY LITTLE FACE!
APPARENTLY YOU HAVEN'T REALIZED IT YET, WEB-SLINGER--
* IN SPIDER-MAN #153.
** IN SPIDER-MAN #154. --LEN.
SWAK!
--BUT YOUR FACE-MESSING DAYS ARE OVER!
UUNNGHH... F-FEEL SO WEAK...
AS WELL YOU SHOULD!
WITH YOUR LIFE-FORCE DRAINED, YOU ARE LIKE A DYING BATTERY, LITTLE MAN--SUSTAINED BY A FEW FINAL SPARKS!
BEFORE THE ENERGY-TRANSFER, MY SON RICHARD HAD LESS THAN SIX HOURS LEFT TO LIVE!
I THINK I CAN SAFELY SAY THAT'S ABOUT ALL THAT YOU HAVE LEFT NOW--BEFORE YOU BURN YOURSELF OUT COMPLETELY!
NOW GET THAT GARBAGE OUT OF MY SIGHT--AND DUMP HIM SOMEWHERE!
I HAVE MORE IMPORTANT THINGS TO ATTEND TO!


SHORTLY...
LAND SAKES, WHAT...?
EMMA, SOMEBODY JUST THREW SOMETHING OUT OF THAT CAR!
WELL, I NEVER--! IT'S THAT SPIDER-MAN PERSON--AS DRUNK AS A HEATHEN ON HOLIDAY!
I TELL YOU, EMMA-- J. JONAH JAMESON IS RIGHT ABOUT THAT MAN!
G-GOTTA GET TO MY FEET... T-TRY TO MAKE IT HOME...
ISN'T THAT DISGUSTING? STAGGERING AROUND LIKE THAT--MAKING A PUBLIC DISPLAY OF HIMSELF!
SIMPLY SHOCKING!
BUT, PRUNIE-- THAT TRUCK! HE'S FALLEN RIGHT IN FRONT OF IT--!
MERCIFUL HEAVENS!
IT'S THE WAGES OF SIN, EMMA-- BEING EXACTED RIGHT BEFORE OUR VERY EYES!
THERE'S A LESSON TO BE LEARNED FROM THIS, EMMA!
BUT THAT POOR MAN! NO ONE SHOULD GO TO MEET HIS MAKER LIKE... EH?
H-HE'S GONE! BUT WHERE--?!?
FOR THE ANSWER TO THAT, WE'LL HAVE TO CHECK THE NARROW ALLEY BESIDE PETER PARKER'S CHELSEA APARTMENT, SEVERAL MINUTES LATER...
GRABBED THAT TRUCK'S BUMPER BY REFLEX ALONE...
...BUT THE AMOUNT OF ENERGY IT TOOK TO HANG ON...
...AND THE STRENGTH IT'S TAKEN ME TO CLIMB THIS WALL...
...HAVE JUST ABOUT FINISHED ME!
WHUMP!

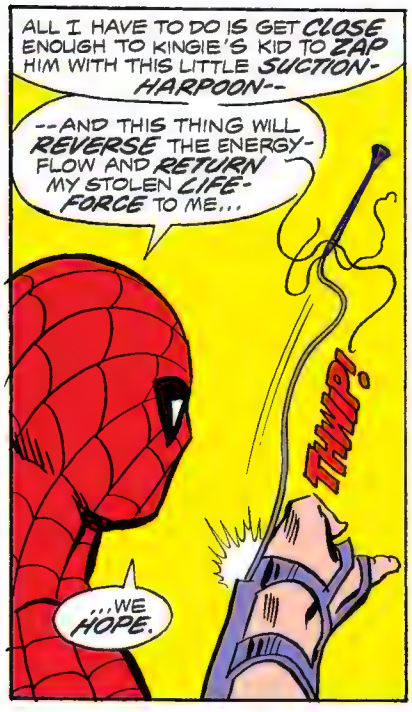
NO! H-HAVE TO KEEP GOING... HAVE TO FIGURE SOME WAY OUT OF THIS MESS.
C-CAN'T GIVE UP... TOO MANY PEOPLE DEPEND ON ME... AUNT MAY... MARY JANE...
BRRANG
HUH? TH-THE DOORBELL--! BETTER PULL MYSELF TOGETHER...
HI, NEIGHBOR. JUST THOUGHT I'D STOP BY TO SEE HOW YOU LIKE YOUR NEW FURNISHINGS.
OH. H-HI, GLORY.
HEY, YOU ALL RIGHT, ACE?
I-IT'S NOTHING, MS. GRANT... JUST A L-LITTLE STOMACH-ACHE!
YEAH, SURE IT IS-- LIKE THE CHICAGO FIRE WAS JUST A LITTLE BARBEQUE!
C'MON, MISTER PARKER--LET'S GET YOU TO BED!
N-NO, I'M OKAY, GLORY. I-I'M FINE.
OBSTINATE DUDE, AIN'T YOU?
HERE--BETTER WRAP YOURSELF IN THIS BLANKET BEFORE YOU CATCH YOUR DEATH!
I-I'M AFRAID I ALREADY HAVE.
SAY WHAT?
N-NOTHING, GLORY... FORGET IT.
I'M GONNA GO FIND A DOCTOR, PETE, YOU JUST STAY RIGHT WHERE YOU ARE TILL I GET BACK!
SORRY, MS. GRANT... BUT I CAN'T AFFORD THE TIME.
I DO NEED A D-DOCTOR... DESPER-ATELY...
...BUT TH-THERE'S ONLY ONE DOCTOR IN ALL THE W-WORLD... WHO CAN HELP AN AILING SPIDER-MAN!


THUS, SHORTLY, IN THE MID-MANHATTAN LABORATORY-APARTMENT OF DR. CURTIS CONNORS...
BING BONG
EH? NOW WHO IN BLAZES COULD THAT BE AT THIS HOUR?
YES? WHO IS IT...?
SPIDER-MAN?!?
H-HI, DOC. S-SORRY TO... DROP IN ON YOU... LIKE THIS...
GOOD LORD, MAN--WHAT'S HAPPENED TO YOU?
AND AFTER OUR HAPLESS HERO HAS RECOUNTED HIS SORROWFUL TALE...
THAT HIGH-PROTEIN EXTRACT SHOULD HELP A LITTLE, THEN, WHEN YOU'RE READY, WE'LL TRY SOMETHING MORE EXTREME!
DOC... I'LL NEVER BE READ-IER!
VERY WELL THEN... I DESIGNED THIS ENERVATOR TO AID ME IN MY CELL-REGENERATION EXPERIMENTATION.
WITH ANY LUCK, IT WILL HELP TO REKINDLE THE FADING LIFE-SPARK WITHIN YOU AS WELL!
COULD YOU DO ME A FAVOR, DOC--AND LEAVE LUCK OUT OF THIS?
THAT LITTLE LADY AND I AREN'T USUALLY ON SPEAKING TERMS.
WELL, MY FRIEND--WHAT'S THE VERDICT? DO YOU FEEL ANY IMPROVEMENT?
I... I FEEL STRONGER... I THINK.
CAN YOU GIVE THIS GIZMO MORE JUICE, DOC?
I'M PUSHING IT CLOSE TO ITS LIMITS NOW, WEB-SLINGER.
BUT IF YOU THINK IT WILL HELP--!
FLIK!
BELIEVE ME, DOC... IT COULDN'T HURT!
KWHOOM!
LORD--NO!
DOC CONNORS--!!
AARRGGHH!!

ARE YOU ALL RIGHT, DOC? ARE YOU HURT?
THAT EXPLO-SION--!
ONLY SHOOK ME UP A TRIFLE, IS ALL! I'M FINE--
--BUT I'M AFRAID WE'LL HAVE TO FIND ANOTHER WAY TO HELP YOU NOW!

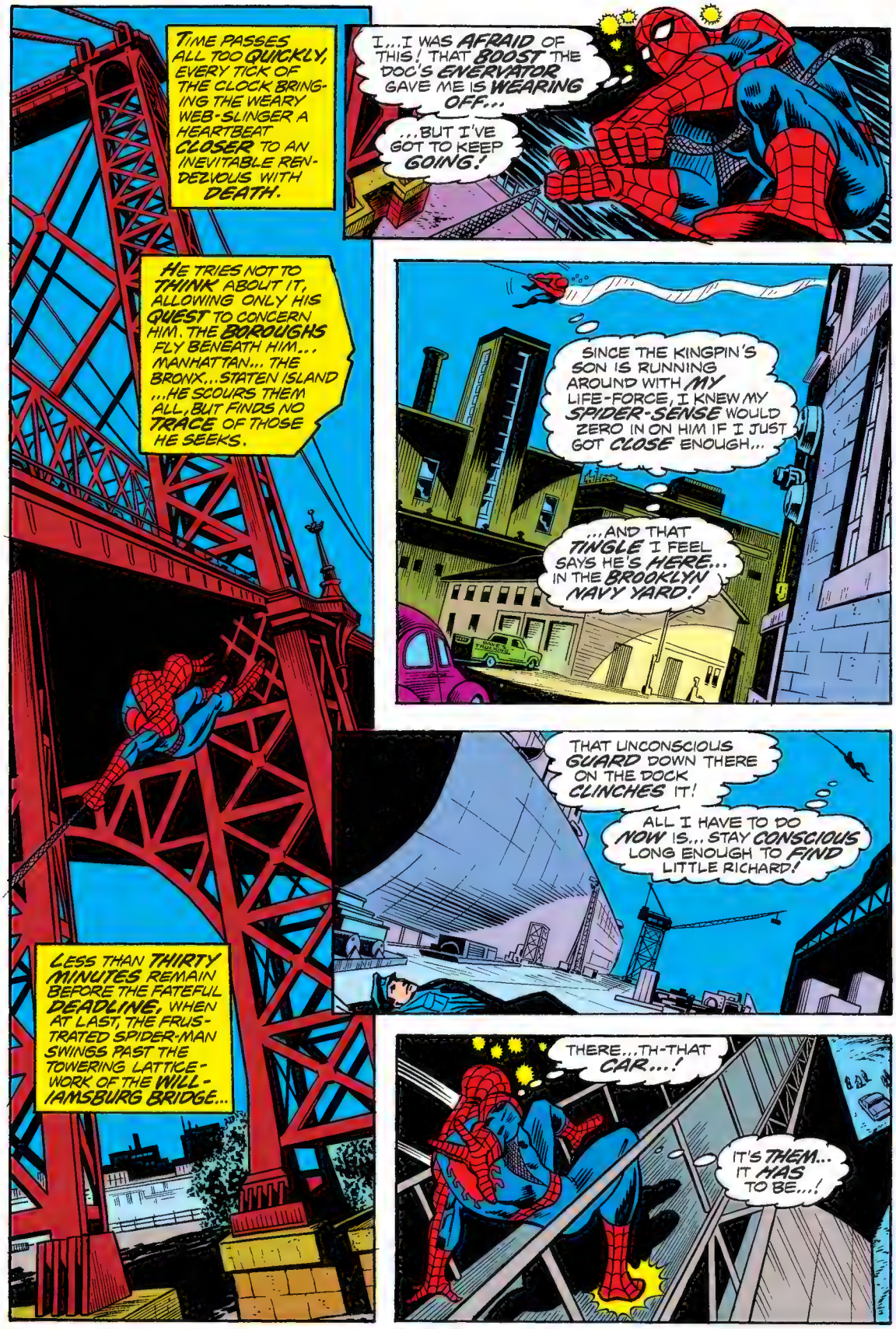

I'VE BEEN WORKING ON THIS SPECIAL TASER DEVICE FOR THE AUTHORITIES.
IT FIRES AN ELECTRIFIED BARB, DESIGNED TO STUN A FLEEING FELON RATHER THAN SLAY HIM!
FROM WHAT YOU'VE TOLD ME OF THAT VITA-DRAIN MACHINE, THIS MIGHT JUST WORK TO COUNTERACT IT!

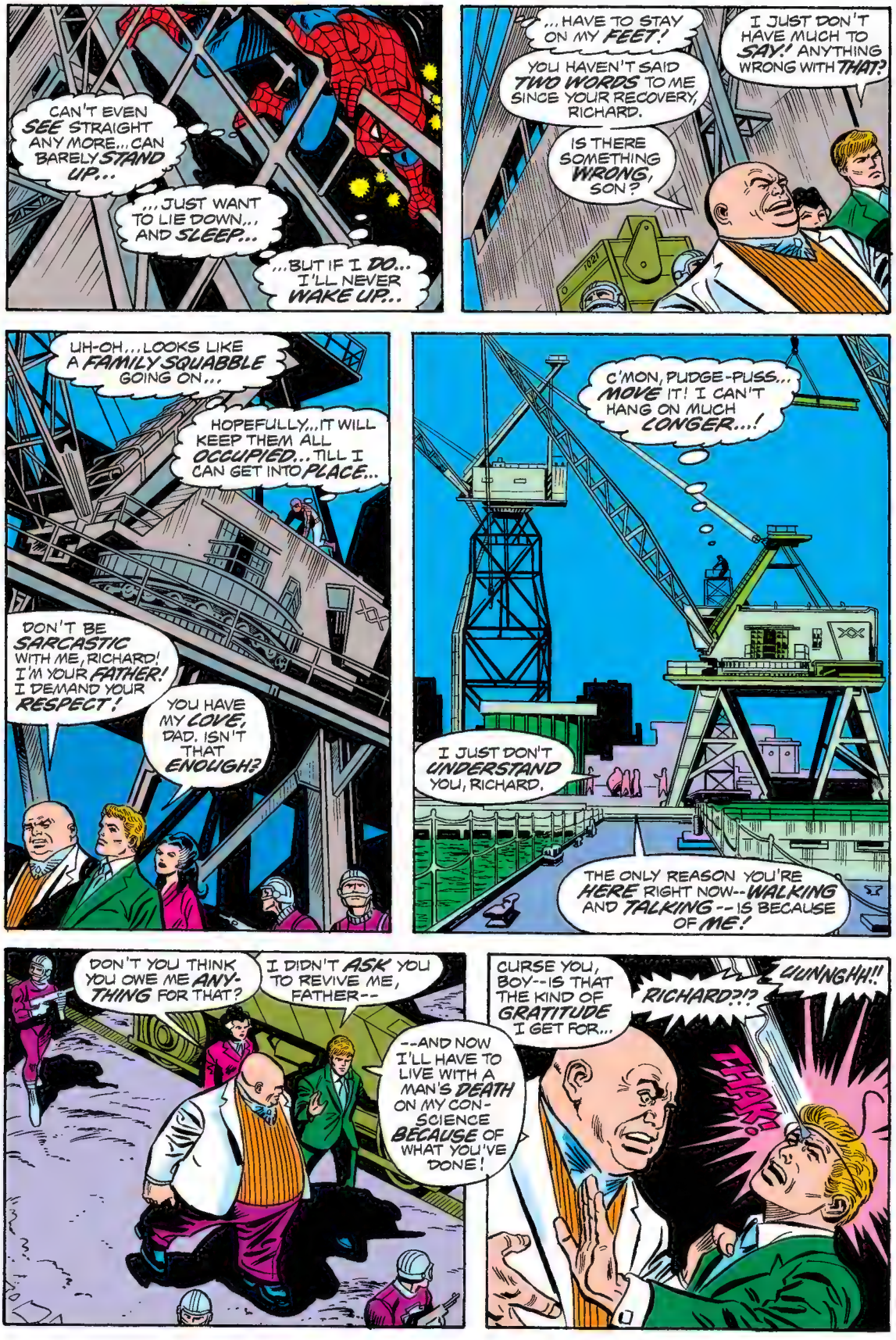
WITH THE PROPER MODIFICATIONS, I MAY BE ABLE TO TURN THIS INTO A SIPHONING MECHANISM--
AND THEN...
THERE! YOU CAN WEAR THIS UNDER YOUR GLOVE-- AND WITH THESE SPECIAL SOLENOIDS IMPLANTED IN YOUR FLESH, YOU'RE ALL SET!

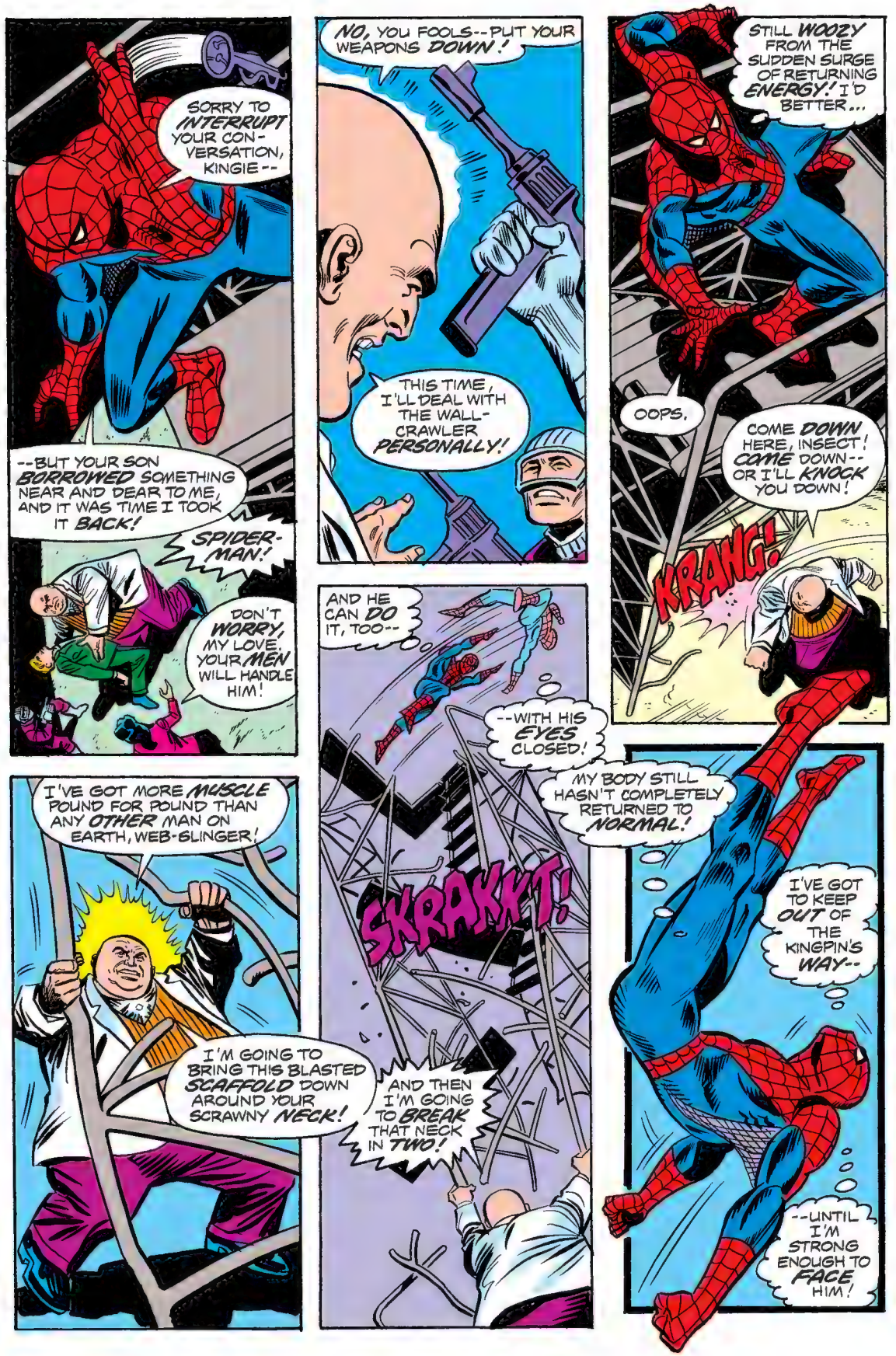

ALL I HAVE TO DO IS GET CLOSE ENOUGH TO KINGIE'S KID TO ZAP HIM WITH THIS LITTLE SUCTION-HARPOON--
--AND THIS THING WILL REVERSE THE ENERGY-FLOW AND RETURN MY STOLEN LIFE-FORCE TO ME...
THWIP!
...WE HOPE.

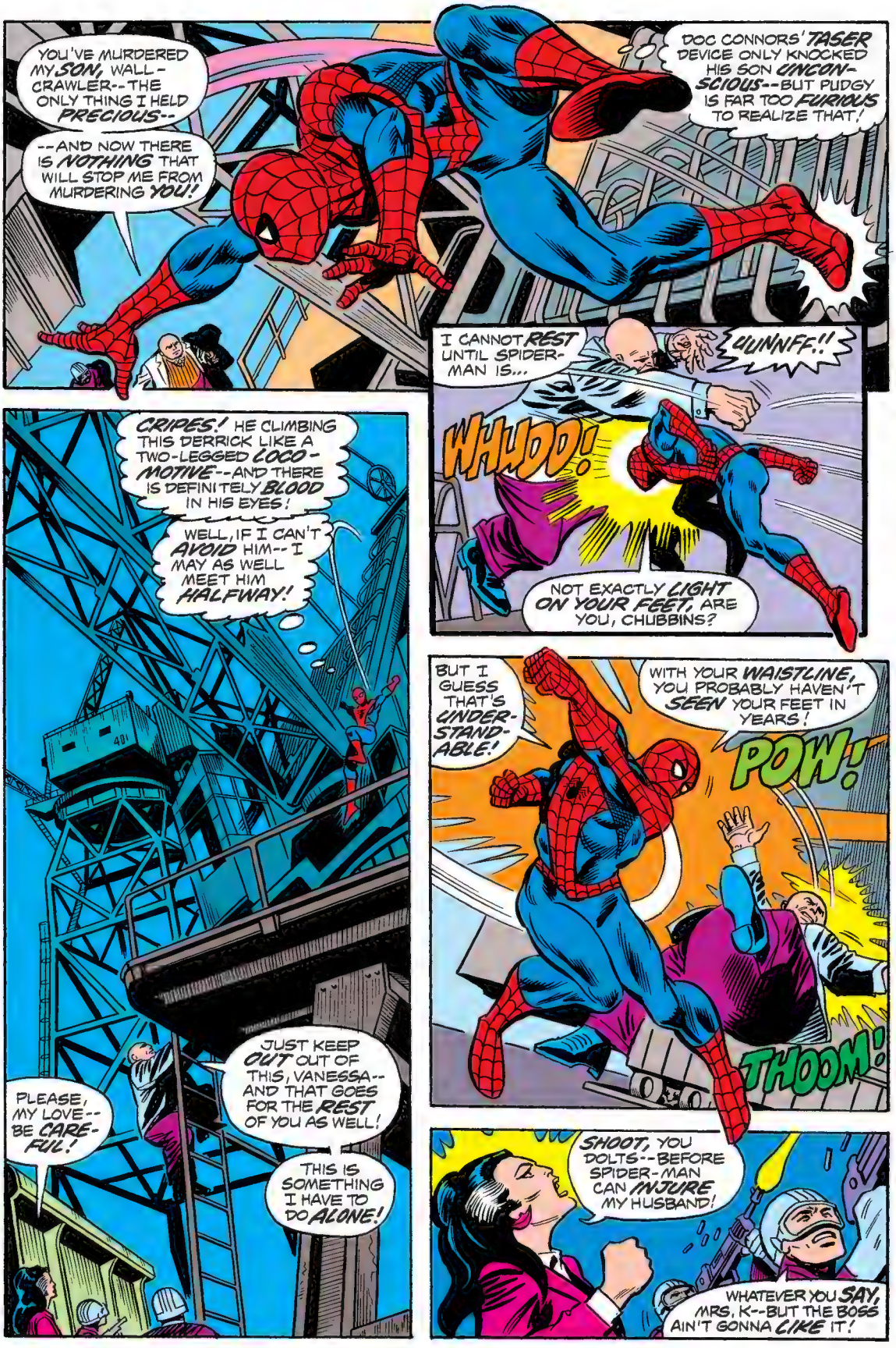
WELL, IF IT DOESN'T WORK-- AND SOON--I WON'T BE AROUND TO REGRET IT!
I'VE GOT LESS THAN TWO HOURS LEFT BEFORE MY TIME RUNS OUT PERM-ANENTLY-- SO I'D BETTER START PUTTING IT TO USE!
HEY, ON THE OFF-CHANCE I--AH-- DON'T MAKE IT BACK, DOC... WELL, I JUST WANT TO SAY THANKS ...FOR EVERYTHING.

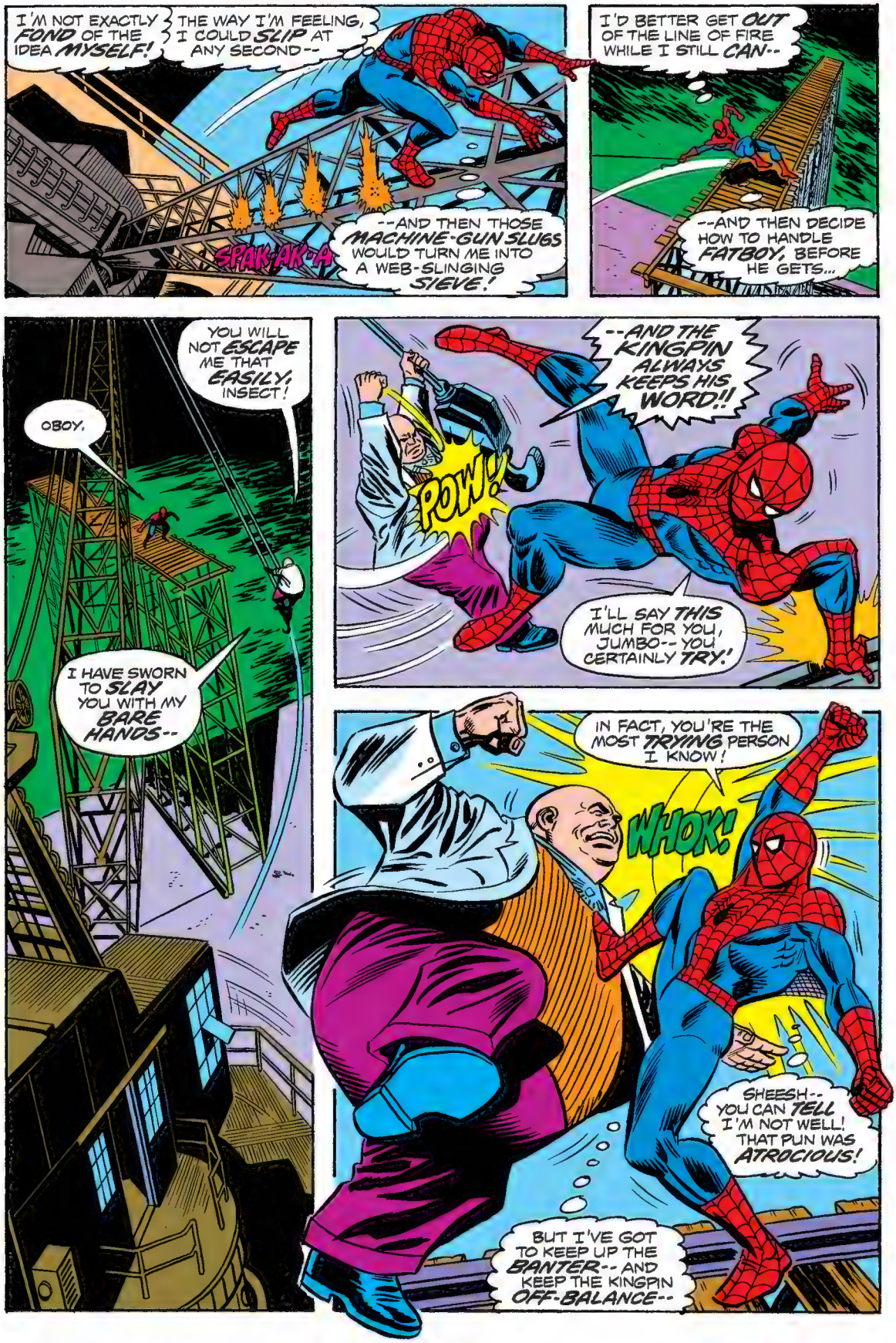
YOU'VE BEEN A TRUE FRIEND, IN EVERY SENSE OF THE WORD-- AND I WON'T FORGET IT.
BUT BEHIND THE HIGH-SWINGING WEB-SPINNER, DR. CURT CONNORS SHUDDERS VIOLENTLY--
--THEN STAGGERS BACK ACROSS THE LABORATORY, TO CLEAN UP THE EXPLOSION'S DEBRIS.


TIME PASSES ALL TOO QUICKLY, EVERY TICK OF THE CLOCK BRINGING THE WEARY WEB-SLINGER A HEARTBEAT CLOSER TO AN INEVITABLE RENDEZVOUS WITH DEATH.
I...I WAS AFRAID OF THIS! THAT BOOST THE DOC'S ENERVATOR GAVE ME IS WEARING OFF...
...BUT I'VE GOT TO KEEP GOING!
HE TRIES NOT TO THINK ABOUT IT, ALLOWING ONLY HIS QUEST TO CONCERN HIM. THE BOROUGHS FLY BENEATH HIM... MANHATTAN... THE BRONX...STATEN ISLAND ...HE SCOURS THEM ALL, BUT FINDS NO TRACE OF THOSE HE SEEKS.
SINCE THE KINGPIN'S SON IS RUNNING AROUND WITH MY LIFE-FORCE, I KNEW MY SPIDER-SENSE WOULD ZERO IN ON HIM IF I JUST GOT CLOSE ENOUGH...
...AND THAT TINGLE I FEEL SAYS HE'S HERE... IN THE BROOKLYN NAVY YARD!
THAT UNCONSCIOUS GUARD DOWN THERE ON THE DOCK CLINCHES IT!
ALL I HAVE TO DO NOW IS... STAY CONSCIOUS LONG ENOUGH TO FIND LITTLE RICHARD!
LESS THAN THIRTY MINUTES REMAIN BEFORE THE FATEFUL DEADLINE, WHEN AT LAST, THE FRUSTRATED SPIDER-MAN SWINGS PAST THE TOWERING LATTICEWORK OF THE WILLIAMSBURG BRIDGE...
THERE...TH-THAT CAR...!
IT'S THEM... IT HAS TO BE...!

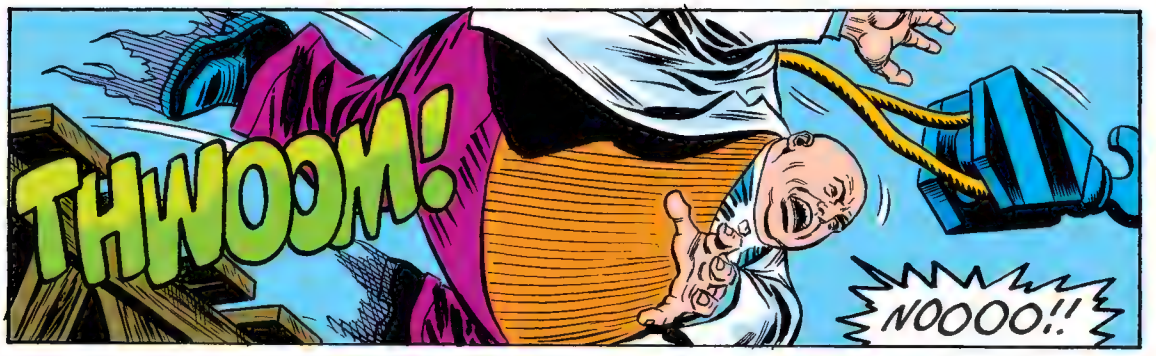

CAN'T EVEN SEE STRAIGHT ANY MORE... CAN BARELY STAND UP...
...JUST WANT TO LIE DOWN... AND SLEEP...
...BUT IF I DO... I'LL NEVER WAKE UP...
...HAVE TO STAY ON MY FEET!
YOU HAVEN'T SAID TWO WORDS TO ME SINCE YOUR RECOVERY, RICHARD.
I JUST DON'T HAVE MUCH TO SAY! ANYTHING WRONG WITH THAT?
IS THERE SOMETHING WRONG, SON?
UH-OH... LOOKS LIKE A FAMILY SQUABBLE GOING ON...
HOPEFULLY... IT WILL KEEP THEM ALL OCCUPIED... TILL I CAN GET INTO PLACE...
DON'T BE SARCASTIC WITH ME, RICHARD! I'M YOUR FATHER! I DEMAND YOUR RESPECT!
YOU HAVE MY LOVE, DAD. ISN'T THAT ENOUGH?
C'MON, PUDGE-PUSS... MOVE IT! I CAN'T HANG ON MUCH LONGER...!
I JUST DON'T UNDERSTAND YOU, RICHARD.
THE ONLY REASON YOU'RE HERE RIGHT NOW--WALKING AND TALKING--IS BECAUSE OF ME!
DON'T YOU THINK YOU OWE ME ANY-THING FOR THAT?
I DIDN'T ASK YOU TO REVIVE ME, FATHER--
--AND NOW I'LL HAVE TO LIVE WITH A MAN'S DEATH ON MY CON-SCIENCE BECAUSE OF WHAT YOU'VE DONE!
CURSE YOU, BOY--IS THAT THE KIND OF GRATITUDE I GET FOR...
UUNNGHH!!
RICHARD?!?
THAK!


SORRY TO INTERRUPT YOUR CONVERSATION, KINGIE--
--BUT YOUR SON BORROWED SOMETHING NEAR AND DEAR TO ME, AND IT WAS TIME I TOOK IT BACK!
SPIDER-MAN!
DON'T WORRY, MY LOVE. YOUR MEN WILL HANDLE HIM!
NO, YOU FOOLS--PUT YOUR WEAPONS DOWN!
THIS TIME, I'LL DEAL WITH THE WALL-CRAWLER PERSONALLY!
STILL WOOZY FROM THE SUDDEN SURGE OF RETURNING ENERGY! I'D BETTER...
OOPS.
COME DOWN HERE, INSECT! COME DOWN--OR I'LL KNOCK YOU DOWN!
KRANG!
I'VE GOT MORE MUSCLE POUND FOR POUND THAN ANY OTHER MAN ON EARTH, WEB-SLINGER!
I'M GOING TO BRING THIS BLASTED SCAFFOLD DOWN AROUND YOUR SCRAWNY NECK!
AND HE CAN DO IT, TOO--
--WITH HIS EYES CLOSED!
SKRAKKT!
AND THEN I'M GOING TO BREAK THAT NECK IN TWO!
MY BODY STILL HASN'T COMPLETELY RETURNED TO NORMAL!
I'VE GOT TO KEEP OUT OF THE KINGPIN'S WAY--
--UNTIL I'M STRONG ENOUGH TO FACE HIM!


YOU'VE MURDERED MY SON, WALL-CRAWLER--THE ONLY THING I HELD PRECIOUS--
--AND NOW THERE IS NOTHING THAT WILL STOP ME FROM MURDERING YOU!
DOC CONNORS' TASER DEVICE ONLY KNOCKED HIS SON UNCONSCIOUS--BUT PUDGY IS FAR TOO FURIOUS TO REALIZE THAT!
I CANNOT REST UNTIL SPIDER-MAN IS...
UUNFF!!
WHUDD!
NOT EXACTLY LIGHT ON YOUR FEET, ARE YOU, CHUBBINS?
CRIPES! HE CLIMBING THIS DERRICK LIKE A TWO-LEGGED LOCOMOTIVE--AND THERE IS DEFINITELY BLOOD IN HIS EYES!
WELL, IF I CAN'T AVOID HIM--I MAY AS WELL MEET HIM HALFWAY!
BUT I GUESS THAT'S UNDERSTANDABLE!
WITH YOUR WAISTLINE, YOU PROBABLY HAVEN'T SEEN YOUR FEET IN YEARS!
POW!
THOOM!
PLEASE, MY LOVE--BE CAREFUL!
JUST KEEP OUT OUT OF THIS, VANESSA--AND THAT GOES FOR THE REST OF YOU AS WELL!
THIS IS SOMETHING I HAVE TO DO ALONE!
SHOOT, YOU DOLTS--BEFORE SPIDER-MAN CAN INJURE MY HUSBAND!
WHATEVER YOU SAY, MRS. K--BUT THE BOSS AIN'T GONNA LIKE IT!


I'M NOT EXACTLY FOND OF THE IDEA MYSELF!
THE WAY I'M FEELING, I COULD SLIP AT ANY SECOND--
SPAK-AK-A
--AND THEN THOSE MACHINE-GUN SLUGS WOULD TURN ME INTO A WEB-SLINGING SIEVE!
I'D BETTER GET OUT OF THE LINE OF FIRE WHILE I STILL CAN--
--AND THEN DECIDE HOW TO HANDLE FATBOY, BEFORE HE GETS...
YOU WILL NOT ESCAPE ME THAT EASILY, INSECT!
OBOY.
I HAVE SWORN TO SLAY YOU WITH MY BARE HANDS--
--AND THE KINGPIN ALWAYS KEEPS HIS WORD!!
POW!
I'LL SAY THIS MUCH FOR YOU, JUMBO-- YOU CERTAINLY TRY!
IN FACT, YOU'RE THE MOST TRYING PERSON I KNOW!
WHOK!
SHEESH-- YOU CAN TELL I'M NOT WELL! THAT PUN WAS ATROCIOUS!
BUT I'VE GOT TO KEEP UP THE BANTER-- AND KEEP THE KINGPIN OFF-BALANCE--

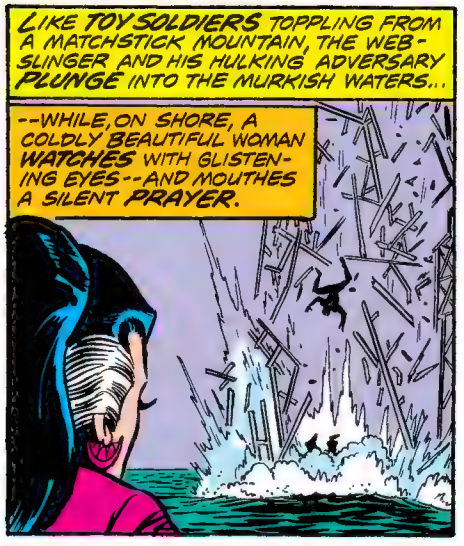
--UNTIL I'M IN POSITION TO DO-- THIS!!
THAMM!
UUNNFF!!
THAT BLOW WOULD HAVE FINISHED ANYONE ELSE, SPIDER-MAN--
--BUT MY BODY MERELY ABSORBED THE IMPACT-- AND TURNED MY PAIN TO FURY!
FACE IT, MISTER-- THE KINGPIN WILL BE THE DEATH OF YOU YET!!
NOT SO LONG AS I KEEP DUCKING, CHUBBINS--AND YOU DON'T!
THERE! MY TRUSTY WEBBING SHOULD HOLD YOU FOR A WHILE!
TWIP!
WRONG, INSECT! I'VE ALREADY TOLD YOU ONCE THAT THERE IS NOTHING THAT WILL PREVENT ME FROM GAINING MY REVENGE--
--AND NOW I'M GOING TO PROVE IT!
REVENGE FOR WHAT, MUSCLE-MIND? YOUR SON ISN'T DEAD-- AT LEAST, NOT YET!
BUT WHILE YOU'RE TRYING TO RENOVATE MY FACE, THERE'S A GOOD CHANCE HE'S GOING TO... CRIPES!
KINGPIN-- LOOK OUT BEHIND YOU--!
YOU WEB-HEADED FOOL! THAT'S THE SECOND OLDEST CLICHÉ IN THE...
EH?
GOT TO GET OUT OF THE WAY BEFORE...
NO! MY FOOT-- STILL WEBBED TO THE PLATFORM--!

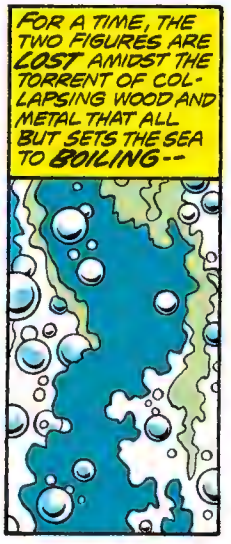

THWOOM!
NOOOO!!

ONLY ONE CHANCE--THAT CROSSBEAM--!
CAUGHT IT--!
BUT HOW LONG CAN EVEN I HOLD ON?

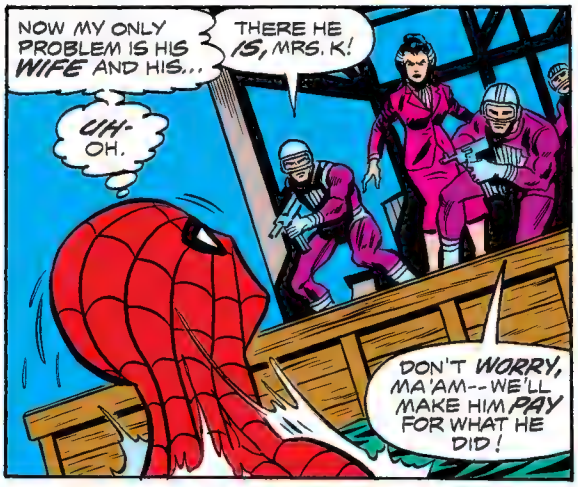
GIVE ME YOUR HAND, KINGPIN! LET ME HELP YOU!
ACCEPT AID FROM THE MAN I HATE MOST IN ALL THE WORLD?
KRAK!
NEVER! I'D SOONER DIE--AND TAKE YOU WITH ME!

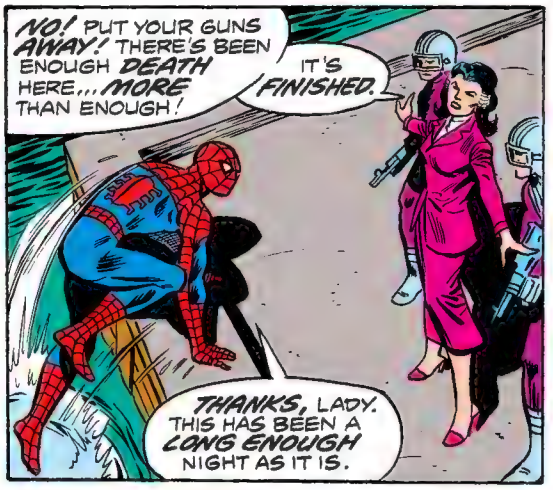
H-HE LET GO--AND HIS MASSIVE WEIGHT IS SPLINTERING THE PLATFORM AS HE FALLS!
KWA-
ROOM!
IT'S OVER, SPIDER-MAN!
AND IN MY WAY--I'VE WON!

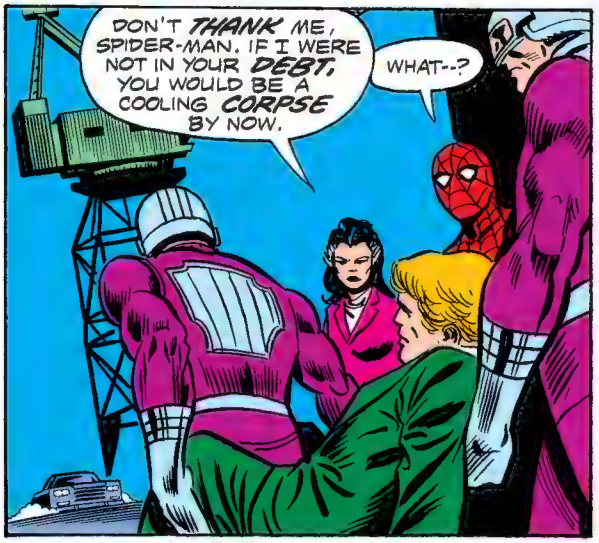

LIKE TOY SOLDIERS TOPPLING FROM A MATCHSTICK MOUNTAIN, THE WEB-SLINGER AND HIS HULKING ADVERSARY PLUNGE INTO THE MURKISH WATERS...
--WHILE, ON SHORE, A COLDLY BEAUTIFUL WOMAN WATCHES WITH GLISTENING EYES--AND MOUTHES A SILENT PRAYER.


FOR A TIME, THE TWO FIGURES ARE LOST AMIDST THE TORRENT OF COLLAPSING WOOD AND METAL THAT ALL BUT SETS THE SEA TO BOILING--

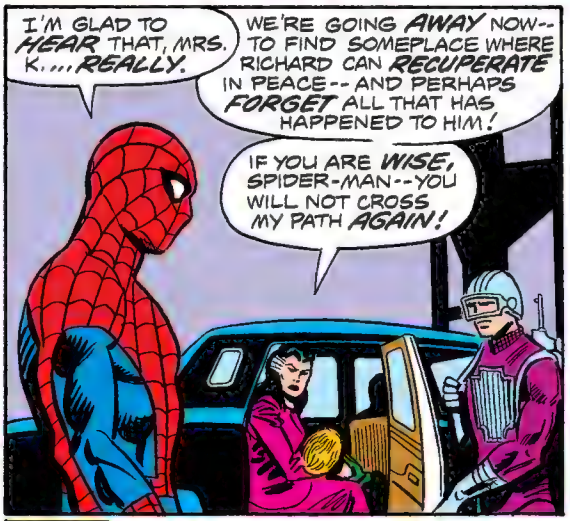
--THEN, WHEN THE WATERS AT LAST HAVE CLEARED...
NO SIGN OF THE KINGPIN! HE MUST BE BURIED BENEATH ALL THAT WRECKAGE!
NOT MUCH OF A TOMB FOR A MAN WHO ONCE WAS CRIME-LORD OF NEW YORK CITY--
--BUT I GUESS IT'LL HAVE TO DO!

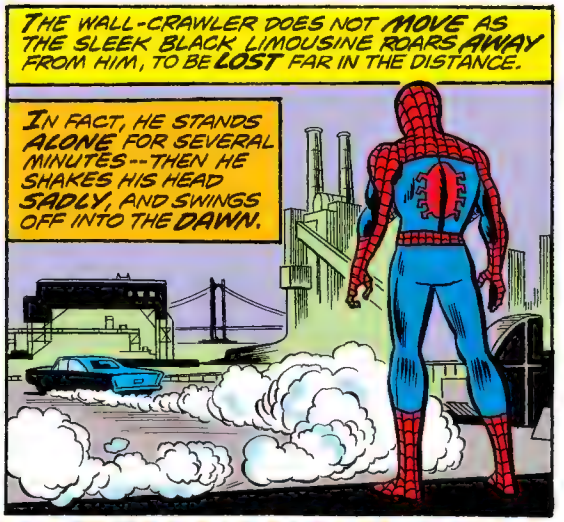

NOW MY ONLY PROBLEM IS HIS WIFE AND HIS...
THERE HE IS, MRS. K!
UH-OH.
DON'T WORRY, MA'AM--WE'LL MAKE HIM PAY FOR WHAT HE DID!


NO! PUT YOUR GUNS AWAY! THERE'S BEEN ENOUGH DEATH HERE... MORE THAN ENOUGH!
IT'S FINISHED.
THANKS, LADY. THIS HAS BEEN A LONG ENOUGH NIGHT AS IT IS.


DON'T THANK ME, SPIDER-MAN. IF I WERE NOT IN YOUR DEBT, YOU WOULD BE A COOLING CORPSE BY NOW.
WHAT--?

IT'S REALLY QUITE SIMPLE. YOU SEE, EVEN THOUGH YOU RECLAIMED IT, YOUR LIFE-FORCE BELONGED TO RICHARD LONG ENOUGH FOR IT TO REJUVANATE HIS DYING BODY.
YOU STOLE MY HUSBAND AWAY FROM ME TONIGHT, SPIDER-MAN--BUT YOU GAVE ME BACK MY SON!


I'M GLAD TO HEAR THAT, MRS. K.... REALLY.
WE'RE GOING AWAY NOW--TO FIND SOMEPLACE WHERE RICHARD CAN RECUPERATE IN PEACE--AND PERHAPS FORGET ALL THAT HAS HAPPENED TO HIM!
IF YOU ARE WISE, SPIDER-MAN--YOU WILL NOT CROSS MY PATH AGAIN!


THE WALL-CRAWLER DOES NOT MOVE AS THE SLEEK BLACK LIMOUSINE ROARS AWAY FROM HIM, TO BE LOST FAR IN THE DISTANCE.
IN FACT, HE STANDS ALONE FOR SEVERAL MINUTES--THEN HE SHAKES HIS HEAD SADLY, AND SWINGS OFF INTO THE DAWN.

NEXT ISSUE
THE DINOSAUR MAN IS BACK FROM THE DEAD, AND NEITHER THE WEB-SLINGER--NOR DR. CURT CONNORS--MAY EVER BE THE SAME! BE HERE WHEN...
STEGRON STALKS THE STREETS!

SPIDER MAN
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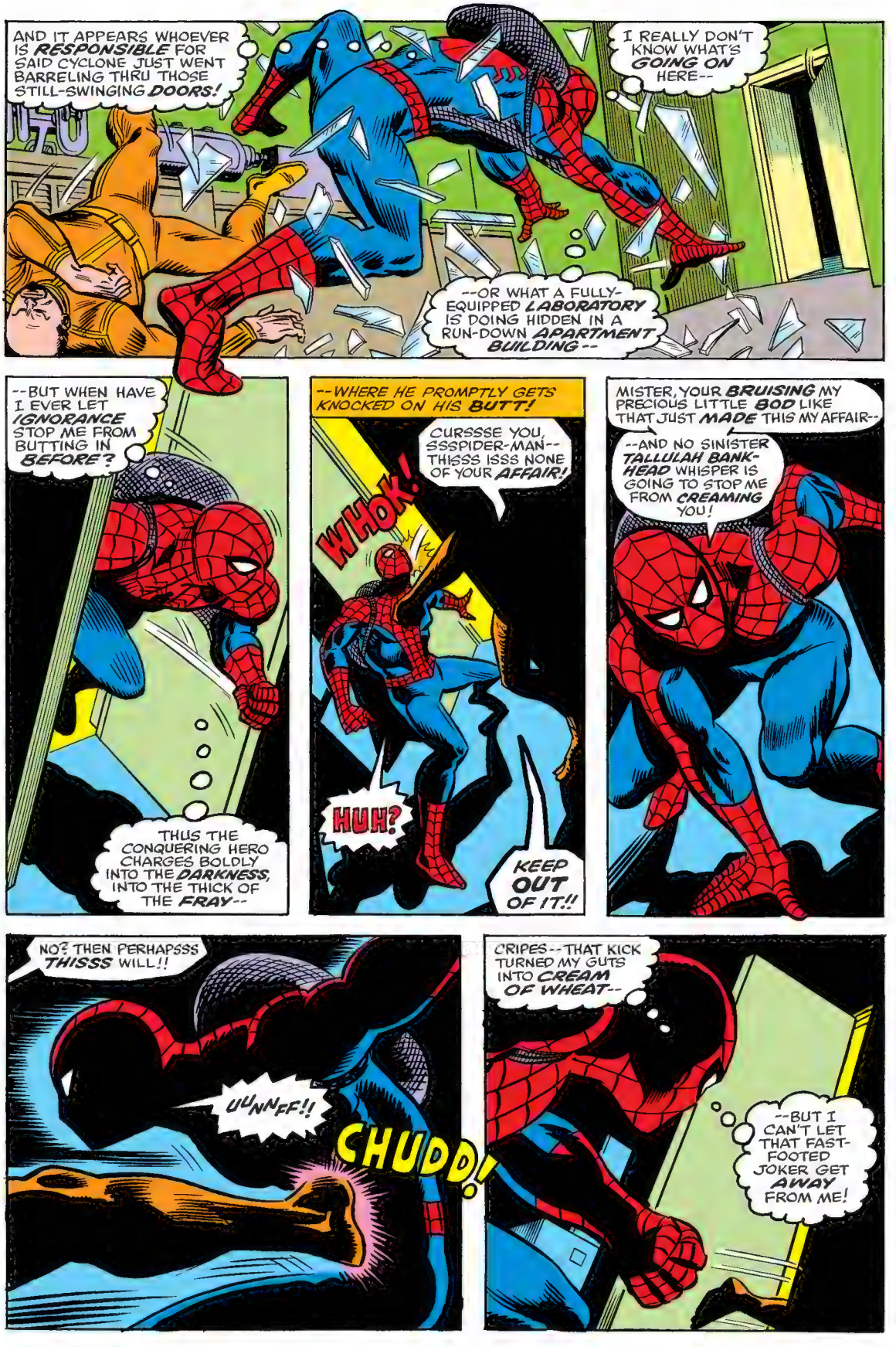
the AMAZING SPIDER-MAN®
THE DINOSAUR MAN HAS RESTORED THESE SKELETONS TO LIFE--!
AND YOUR FRIENDLY NEIGHBORHOOD WEB-SLINGER IS GONNA BE THEIR FIRST MEAL!!
THERE'S MIND-BENDING MAYHEM IN STORE WHEN...
STEGRON STALKS THE CITY!

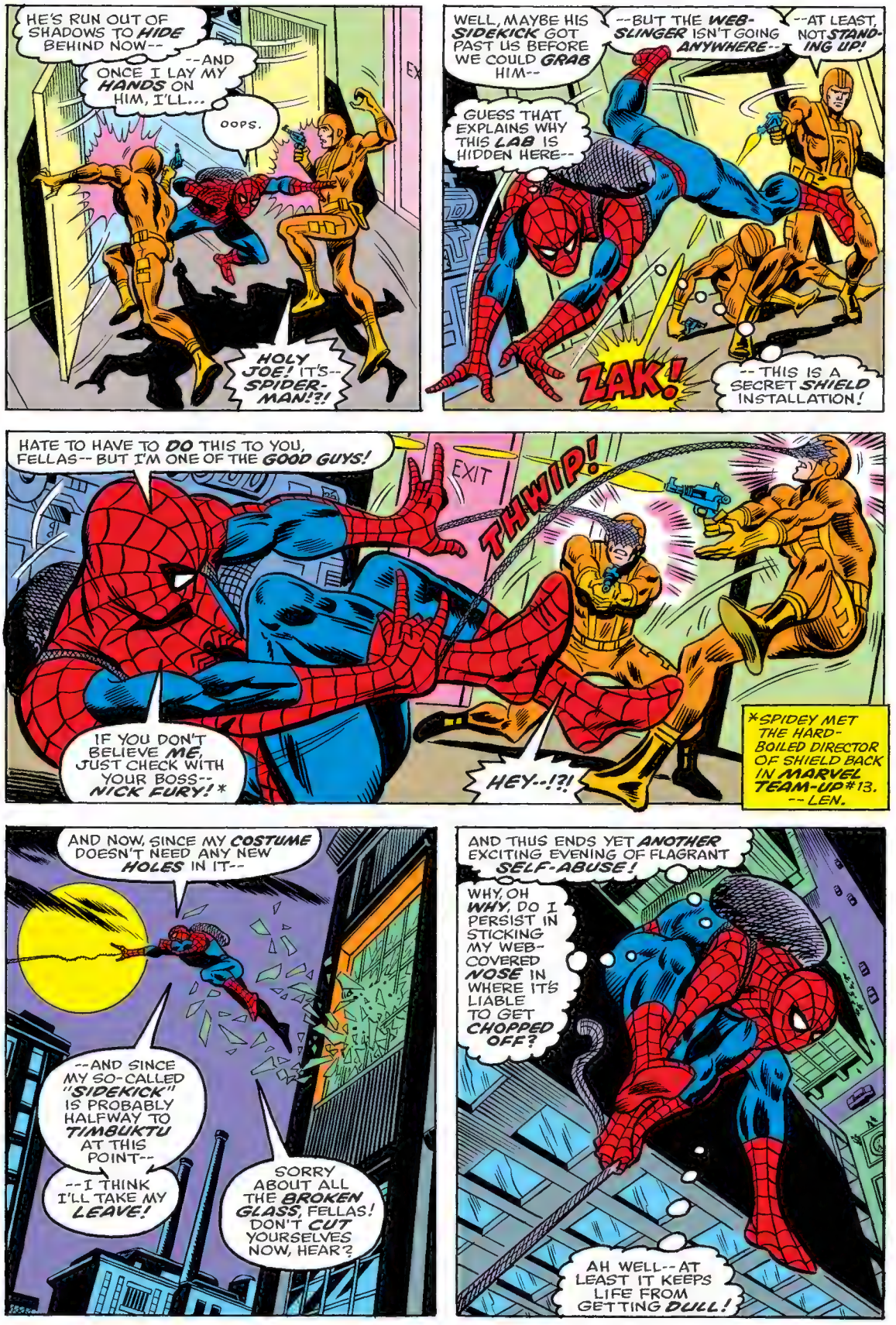
While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

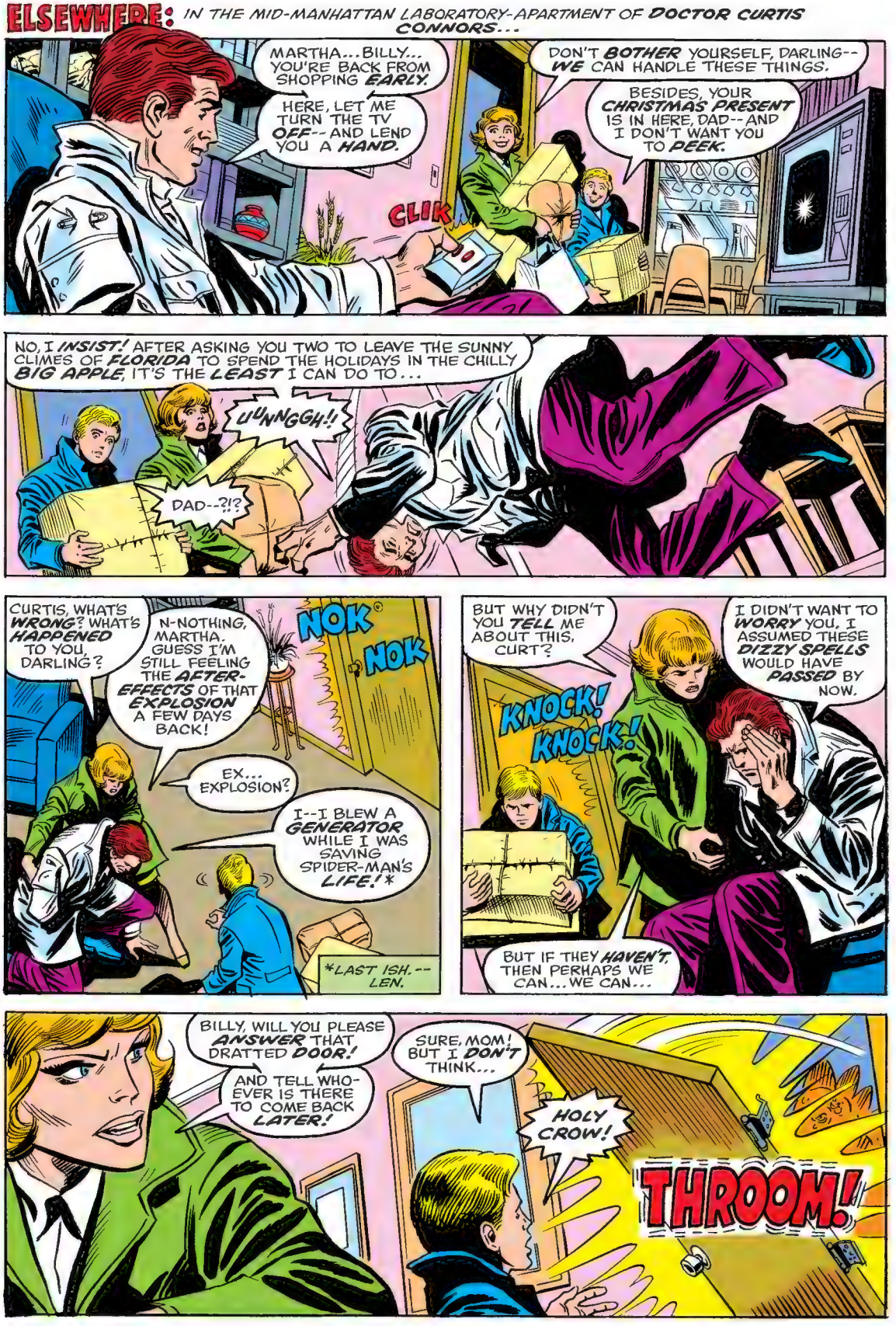
Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

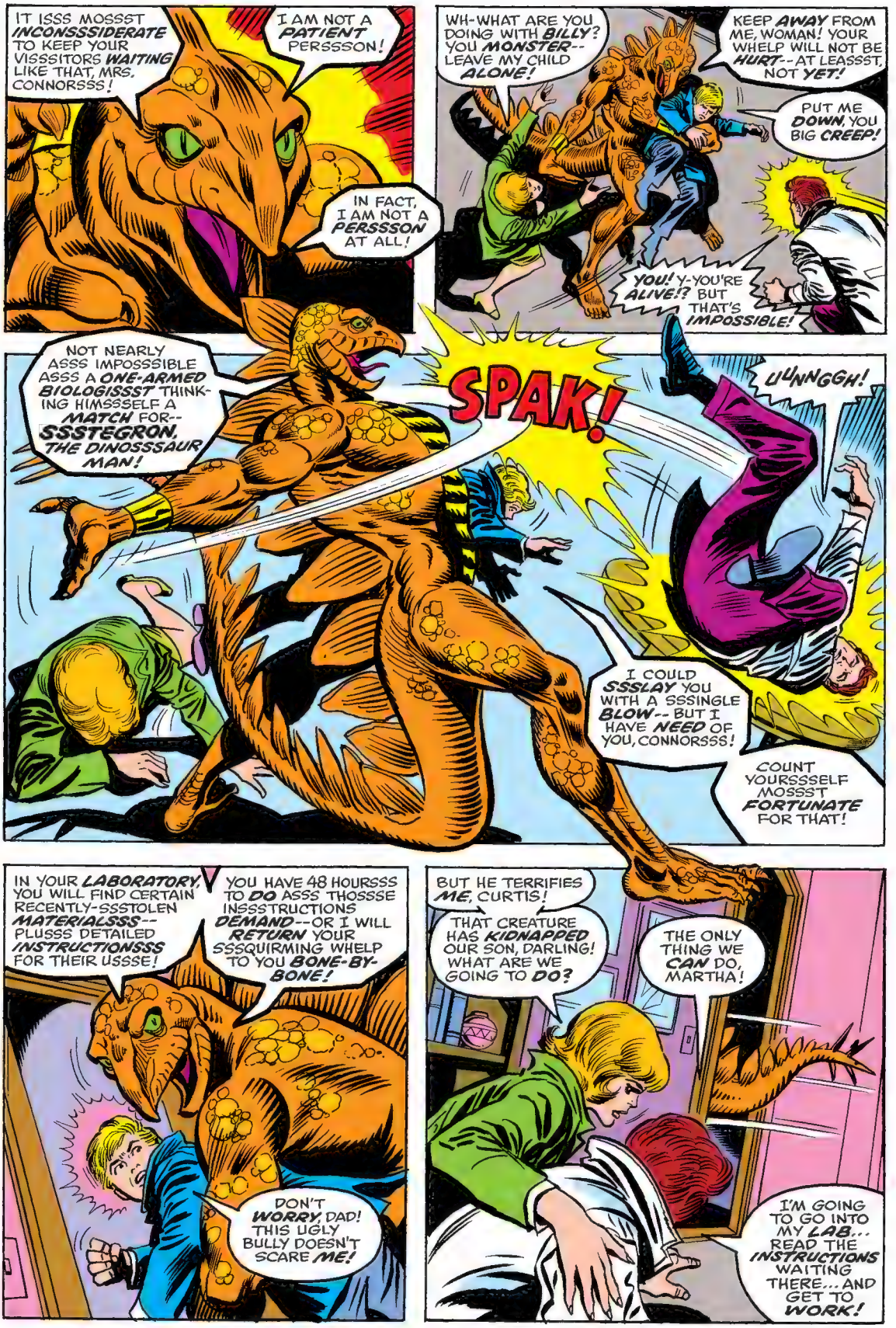
LEN WEIN WRITER / EDITOR | ROSS ANDRU ILLUSTRATOR | MIKE ESPOSITO EMBELLISHER | GLYNIS WEIN COLORIST | JOE ROSEN LETTERER

HE WAS HEADING HOME WHEN HIS SPIDER-SENSE STARTED TINGLING LIKE A CHEAP ELECTRIC BLANKET, WHICH REALLY WOULDN'T BE ALL THAT UNUSUAL...
...EXCEPT THAT HE WAS SWINGING TWENTY STORIES ABOVE THE STREET WHEN IT OCCURED!
ALL OF WHICH IS MEANT TO EXPLAIN PRECISELY WHY EVERYBODY'S FAVORITE WEB-SPINNER IS PLUNGING THRU A FRAGILE SKYLIGHT AT THIS VERY MOMENT--THE REASON: PURE, UNADULTERATED CURIOSITY!
DIDN'T THAT IDIOT EVER HEAR HOW CURIOSITY KILLED THE CAT?
MAN, THIS PLACE LOOKS LIKE A MINOR CYCLONE HIT IT!
STEGRON
STALKS THE CITY!


AND IT APPEARS WHOEVER IS RESPONSIBLE FOR SAID CYCLONE JUST WENT BARRELING THRU THOSE STILL-SWINGING DOORS!
I REALLY DON'T KNOW WHAT'S GOING ON HERE--
--OR WHAT A FULLY-EQUIPPED LABORATORY IS DOING HIDDEN IN A RUN-DOWN APARTMENT BUILDING--
--BUT WHEN HAVE I EVER LET IGNORANCE STOP ME FROM BUTTING IN BEFORE?
THUS THE CONQUERING HERO CHARGES BOLDLY INTO THE DARKNESS, INTO THE THICK OF THE FRAY--
--WHERE HE PROMPTLY GETS KNOCKED ON HIS BUTT!
CURSSSE YOU, SSSPIDER-MAN-- THISSS ISSS NONE OF YOUR AFFAIR!
WHOK!
HUH?
KEEP OUT OF IT!!
MISTER, YOUR BRUISING MY PRECIOUS LITTLE BOD LIKE THAT JUST MADE THIS MY AFFAIR--
--AND NO SINISTER TALLULAH BANK-HEAD WHISPER IS GOING TO STOP ME FROM CREAMING YOU!
NO? THEN PERHAPSSS THISSS WILL!!
UUNNFF!!
CHUDD!
CRIPES--THAT KICK TURNED MY GUTS INTO CREAM OF WHEAT--
--BUT I CAN'T LET THAT FAST-FOOTED JOKER GET AWAY FROM ME!


HE'S RUN OUT OF SHADOWS TO HIDE BEHIND NOW--
--AND ONCE I LAY MY HANDS ON HIM, I'LL...
OOPS.
HOLY JOE! IT'S-- SPIDER-MAN!?!
WELL, MAYBE HIS SIDEKICK GOT PAST US BEFORE WE COULD GRAB HIM--
--BUT THE WEB-SLINGER ISN'T GOING ANYWHERE--
--AT LEAST, NOT STANDING UP!
GUESS THAT EXPLAINS WHY THIS LAB IS HIDDEN HERE--
ZAK!
-- THIS IS A SECRET SHIELD INSTALLATION!
HATE TO HAVE TO DO THIS TO YOU, FELLAS-- BUT I'M ONE OF THE GOOD GUYS!
EXIT
THWIP!
IF YOU DON'T BELIEVE ME, JUST CHECK WITH YOUR BOSS-- NICK FURY!*
HEY--!?!
*SPIDEY MET THE HARD-BOILED DIRECTOR OF SHIELD BACK IN MARVEL TEAM-UP #13. -- LEN.
AND NOW, SINCE MY COSTUME DOESN'T NEED ANY NEW HOLES IN IT--
--AND SINCE MY SO-CALLED "SIDEKICK" IS PROBABLY HALFWAY TO TIMBUKTU AT THIS POINT--
--I THINK I'LL TAKE MY LEAVE!
SORRY ABOUT ALL THE BROKEN GLASS, FELLAS! DON'T CUT YOURSELVES NOW, HEAR?
AND THUS ENDS YET ANOTHER EXCITING EVENING OF FLAGRANT SELF-ABUSE!
WHY, OH WHY, DO I PERSIST IN STICKING MY WEB-COVERED NOSE IN WHERE IT'S LIABLE TO GET CHOPPED OFF?
AH WELL-- AT LEAST IT KEEPS LIFE FROM GETTING DULL!

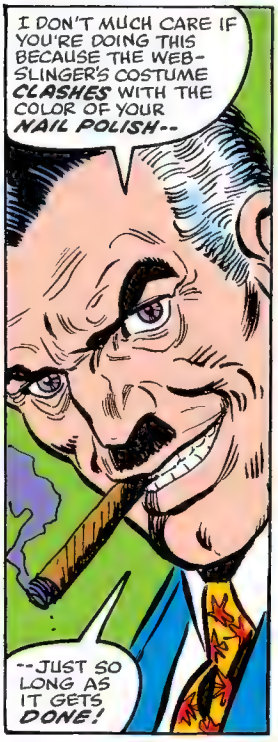

ELSEWHERE: IN THE MID-MANHATTAN LABORATORY-APARTMENT OF DOCTOR CURTIS CONNORS...
MARTHA...BILLY... YOU'RE BACK FROM SHOPPING EARLY.
HERE, LET ME TURN THE TV OFF--AND LEND YOU A HAND.
CLIK
DON'T BOTHER YOURSELF, DARLING--WE CAN HANDLE THESE THINGS.
BESIDES, YOUR CHRISTMAS PRESENT IS IN HERE, DAD--AND I DON'T WANT YOU TO PEEK.
NO, I INSIST! AFTER ASKING YOU TWO TO LEAVE THE SUNNY CLIMES OF FLORIDA TO SPEND THE HOLIDAYS IN THE CHILLY BIG APPLE, IT'S THE LEAST I CAN DO TO...
UUNNGGH!!
DAD--?!?
CURTIS, WHAT'S WRONG? WHAT'S HAPPENED TO YOU, DARLING?
N-NOTHING, MARTHA. GUESS I'M STILL FEELING THE AFTER-EFFECTS OF THAT EXPLOSION A FEW DAYS BACK!
NOK NOK
EX... EXPLOSION?
I--I BLEW A GENERATOR WHILE I WAS SAVING SPIDER-MAN'S LIFE!*
*LAST ISH.--LEN.
BUT WHY DIDN'T YOU TELL ME ABOUT THIS, CURT?
I DIDN'T WANT TO WORRY YOU, I ASSUMED THESE DIZZY SPELLS WOULD HAVE PASSED BY NOW.
KNOCK! KNOCK!
BUT IF THEY HAVEN'T, THEN PERHAPS WE CAN...WE CAN...
BILLY, WILL YOU PLEASE ANSWER THAT DRATTED DOOR!
AND TELL WHO-EVER IS THERE TO COME BACK LATER!
SURE, MOM! BUT I DON'T THINK...
HOLY CROW!
THROOM!

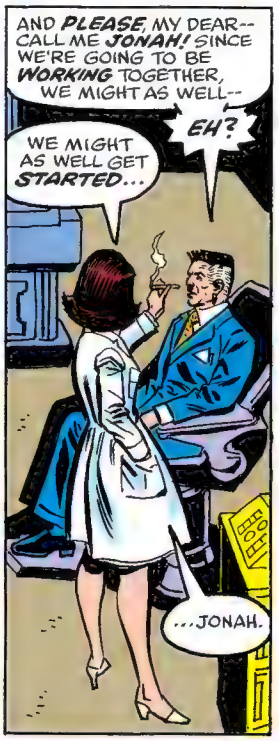

IT ISSS MOSSST INCONSSSIDERATE TO KEEP YOUR VISSITORS WAITING LIKE THAT, MRS. CONNORSSS!
I AM NOT A PATIENT PERSSSON!
IN FACT, I AM NOT A PERSSSON AT ALL!
WH-WHAT ARE YOU DOING WITH BILLY? YOU MONSTER-- LEAVE MY CHILD ALONE!
KEEP AWAY FROM ME, WOMAN! YOUR WHELP WILL NOT BE HURT--AT LEASSST, NOT YET!
PUT ME DOWN, YOU BIG CREEP!
YOU! Y-YOU'RE ALIVE!? BUT THAT'S IMPOSSIBLE!
NOT NEARLY ASSS IMPOSSSIBLE ASSS A ONE-ARMED BIOLOGISSST THINKING HIMSSSELF A MATCH FOR-- SSSTEGRON, THE DINOSSSAUR MAN!
SPAK!
UUNNGGH!
I COULD SSSLAY YOU WITH A SSSINGLE BLOW-- BUT I HAVE NEED OF YOU, CONNORSSS!
COUNT YOURSSSELF MOSSST FORTUNATE FOR THAT!
IN YOUR LABORATORY, YOU WILL FIND CERTAIN RECENTLY-SSSTOLEN MATERIALSSS-- PLUSSS DETAILED INSTRUCTIONSSS FOR THEIR USSSE!
YOU HAVE 48 HOURSSS TO DO ASSS THOSSSE INSSSTRUCTIONS DEMAND--OR I WILL RETURN YOUR SSSQUIRMING WHELP TO YOU BONE-BY-BONE!
DON'T WORRY, DAD! THIS UGLY BULLY DOESN'T SCARE ME!
BUT HE TERRIFIES ME, CURTIS!
THAT CREATURE HAS KIDNAPPED OUR SON, DARLING! WHAT ARE WE GOING TO DO?
THE ONLY THING WE CAN DO, MARTHA!
I'M GOING TO GO INTO MY LAB... READ THE INSTRUCTIONS WAITING THERE... AND GET TO WORK!

AND WHILE THE BATTERED BIOLOGIST STAGGERS TO HIS LAB, LET'S REJOIN THE WEB-SLINGING STAR OF THIS BOOK...
IS IT JUST ME, OR HAS LIFE REALLY BEEN TWICE AS HECTIC LATELY?
THE SUPER-VILLAINS' UNION MUST BE PAYING A FORTUNE IN OVERTIME TO ...
FIRST THE KINGPIN, THEN THE TARANTULA, AND KRAVEN THE HUNTER*-- AND NOW HEAVEN-ONLY-KNOWS-WHO!
HEY, IF IT ISN'T FLASH THOMPSON-- EVERYBODY'S FAVORITE CASANOVA!
*AS SEEN IN THE PAST TWO ISSUES, PLUS THE FIRST FEW ISSUES OF PETER PARKER, THE SPECTACULAR SPIDER-MAN, RIGHT?--LEN.
MAYBE NOW ISN'T EXACTLY THE RIGHT TIME--BUT THERE'S SOMETHING I'VE JUST GOT TO GET OFF MY CHEST!
FLASH! HEY, THOMPSON-- WAIT UP! I WANT TO TALK TO YOU FOR A SECOND!
HI, PETE! I WAS JUST ON MY WAY OVER TO SEE MARY JANE!
WHAT'S UP, OL' BUDDY?
VAN HUDET'S
I'M UP, THOMPSON-- I'M FED UP--WITH YOU CHASING AFTER MY GIRL!
I WANT YOU TO STOP IT, MISTER--OR THERE'S GOING TO BE TROUBLE BETWEEN US!
BUT...
UH-UH--NO BUTS! I THOUGHT WE'D GOTTEN OVER OUR OLD HIGH SCHOOL RIVALRY WHEN I SHARED YOUR APARTMENT A WHILE BACK--
--BUT IF YOU WANT TO OPEN OLD WOUNDS, BUSTER--THEN, BELIEVE ME, YOU'RE ASKING FOR GRIEF!
YOU DONE, PARKER?
WHY?
BECAUSE I HAVE NO IDEA WHAT YOU'RE TALKING ABOUT, FELLA!
I THOUGHT MARY JANE WATSON WAS A FREE AGENT, PETE. AT LEAST, THAT'S THE WAY SHE MADE IT SEEM WHEN SHE SUGGESTED WE GO OUT TOGETHER.
HUH?
LISTEN, IF I HAD KNOWN THERE WAS STILL A THING BETWEEN YOU TWO, I WOULD NEVER HAVE CUT IN!
AFTER ALL, PETE-- YOU'RE MY FRIEND, AREN'T YA?
I AM?
YEAH... I GUESS I AM!
SHAKE, FLASH?
SURE, OL' BUDDY... WHY NOT?
NOW I THINK I'M GONNA GO HAVE A LITTLE CHAT WITH OUR DEAR MS. WATSON.
THIS IS ONE EX-SOLDIER WHO DISLIKES BEING PLAYED FOR A CHUMP!
CATCH YA LATER, PETE?
UH...YEAH... SURE.
DUMB, PARKER!
DUMB! DUMB! DUMB!!
YOU HAVEN'T GOT ALL THAT MANY FRIENDS, MISTER-- THAT YOU CAN AFFORD TO WALK AROUND WITH A BOULDER-SIZED CHIP ON YOUR SHOULDER!

ELSEWHERE: IN THE ALMOST-DESERTED **SCIENCE WING** OF EMPIRE STATE UNIVERSITY...

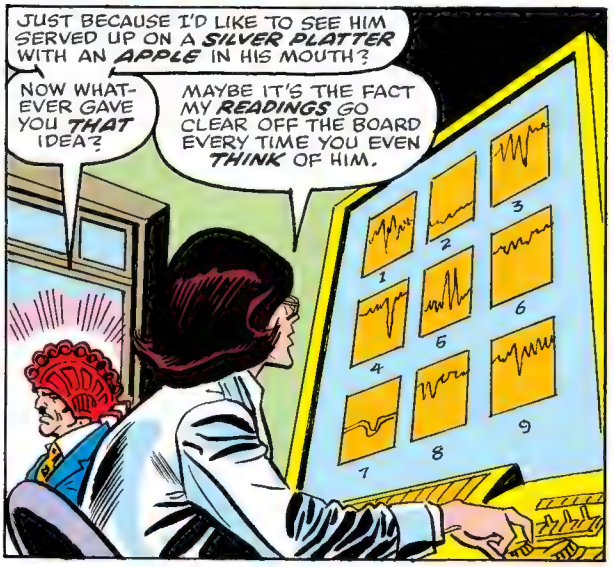
BEFORE WE **BEGIN**, MR. JAMESON, I WANT ONE THING **UNDERSTOOD!**
I AM NOT NECESSARILY DOING THIS BECAUSE I **BELIEVE** SPIDER-MAN TO BE THE OVERWHELMING **MENACE** YOUR EDITORIALS PAINT HIM.
I'M DOING IT BECAUSE NOBODY HAS THE RIGHT TO **FLAUNT** THE LAW AS **HE** HAS-- AND FRANKLY, BECAUSE IT'S A **CHALLENGE!**
WE **CLEAR** ON THAT POINT, MR. JAMESON?
COMPLETELY, DR. MADISON-- BUT YOU FAIL TO SEE **MY** POINT.


I DON'T MUCH CARE IF YOU'RE DOING THIS BECAUSE THE WEB-SLINGER'S COSTUME **CLASHES** WITH THE COLOR OF YOUR **NAIL POLISH--**
--JUST SO LONG AS IT GETS **DONE!**


AND **PLEASE**, MY DEAR-- CALL ME **JONAH!** SINCE WE'RE GOING TO BE **WORKING** TOGETHER, WE MIGHT AS WELL--
EH?
WE MIGHT AS WELL GET **STARTED...**
...JONAH.

IF YOU'RE HAVING ANY **SECOND THOUGHTS**, MY FRIEND-- YOU'D BETTER TELL ME **NOW!**
ONCE I PLACE THIS **PSYCHO-CYBERNETIC HELMET** ON YOUR HEAD, WE'RE **COMMITTED!**

MARLA MY DEAR, I'VE THOUGHT OF VERY LITTLE **BUT** THIS FOR YEARS--
--AND I INTEND TO **SAVOR** EVERY MINUTE OF IT NOW!
YOU REALLY DO **HATE** SPIDER-MAN, DON'T YOU?


JUST BECAUSE I'D LIKE TO SEE HIM SERVED UP ON A **SILVER PLATTER** WITH AN **APPLE** IN HIS MOUTH?
NOW WHATEVER GAVE YOU **THAT** IDEA?
MAYBE IT'S THE FACT MY **READINGS** GO CLEAR OFF THE BOARD EVERY TIME YOU EVEN **THINK** OF HIM.
1
2
3
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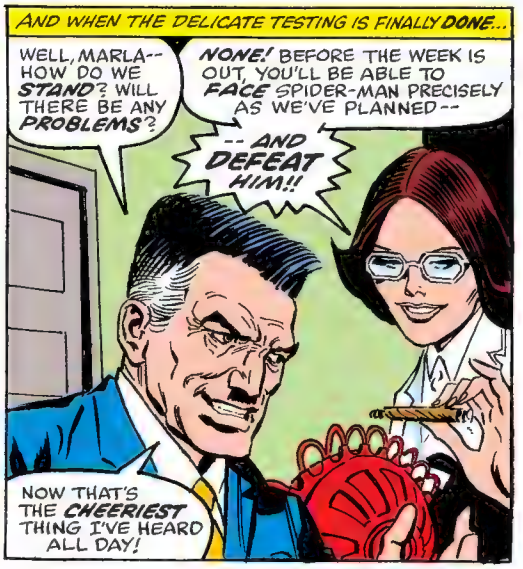
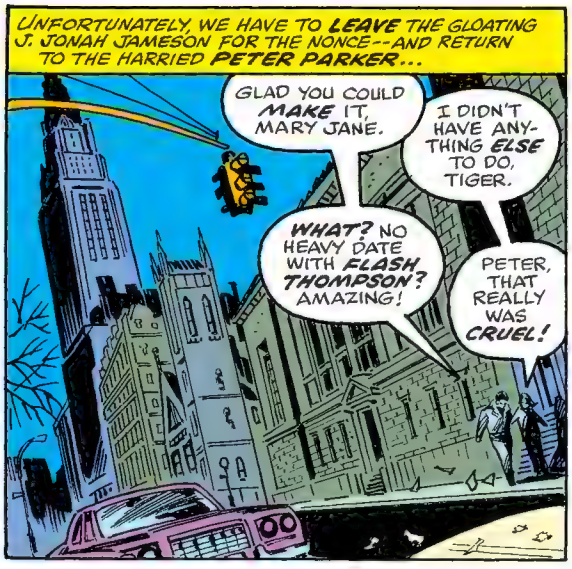
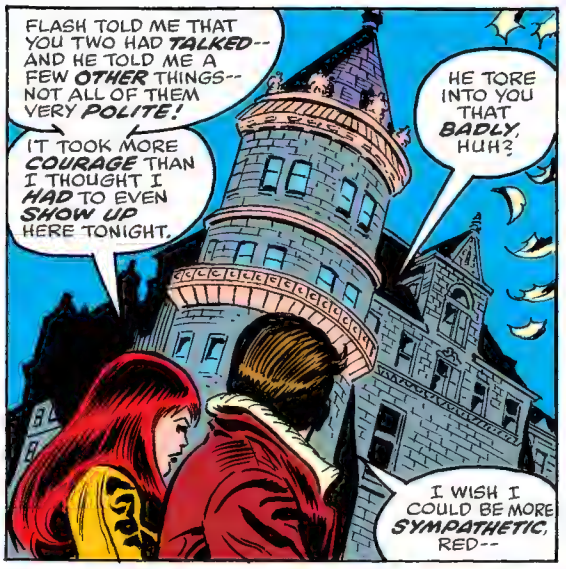
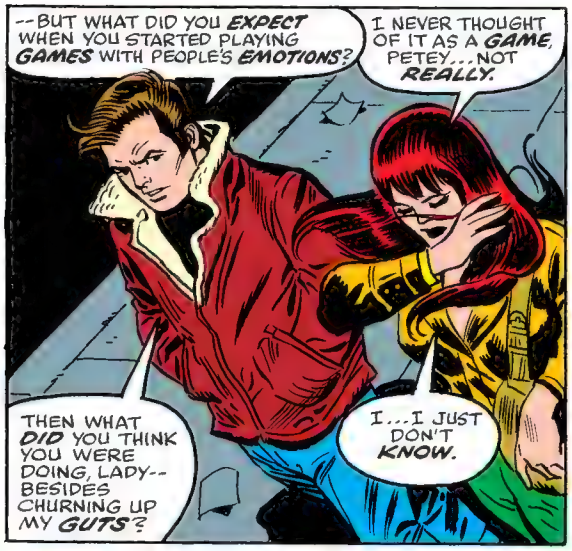
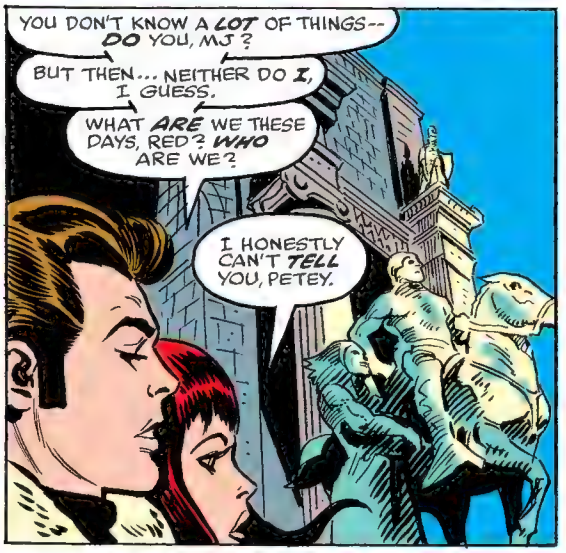

AND WHEN THE DELICATE TESTING IS FINALLY **DONE...**
WELL, MARLA-- HOW DO WE **STAND**? WILL THERE BE ANY **PROBLEMS**?
NONE! BEFORE THE WEEK IS OUT, YOU'LL BE ABLE TO **FACE** SPIDER-MAN PRECISELY AS WE'VE PLANNED--
-- AND **DEFEAT** HIM!!
NOW THAT'S THE **CHEERIEST** THING I'VE HEARD ALL DAY!

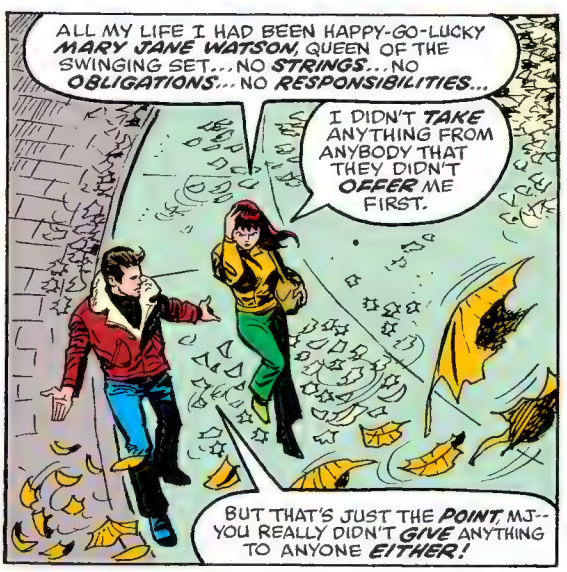

UNFORTUNATELY, WE HAVE TO LEAVE THE GLOATING J. JONAH JAMESON FOR THE NONCE--AND RETURN TO THE HARRIED PETER PARKER...
GLAD YOU COULD MAKE IT, MARY JANE.
I DIDN'T HAVE ANY-THING ELSE TO DO, TIGER.
WHAT? NO HEAVY DATE WITH FLASH THOMPSON? AMAZING!
PETER, THAT REALLY WAS CRUEL!

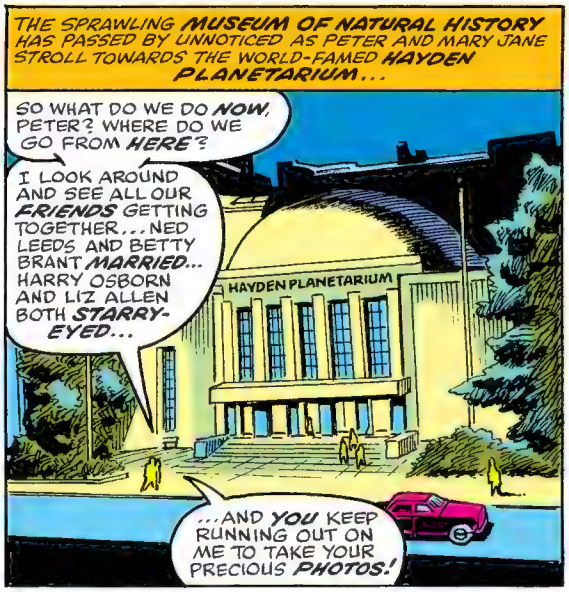

FLASH TOLD ME THAT YOU TWO HAD TALKED--AND HE TOLD ME A FEW OTHER THINGS--NOT ALL OF THEM VERY POLITE!
HE TORE INTO YOU THAT BADLY, HUH?
IT TOOK MORE COURAGE THAN I THOUGHT I HAD TO EVEN SHOW UP HERE TONIGHT.
I WISH I COULD BE MORE SYMPATHETIC, RED--

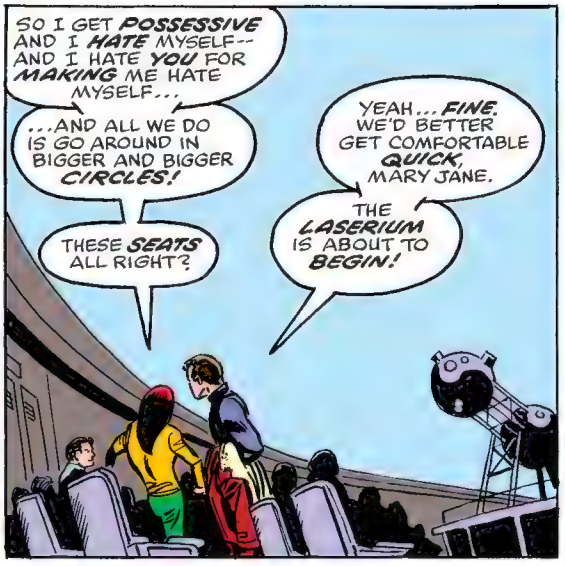

--BUT WHAT DID YOU EXPECT WHEN YOU STARTED PLAYING GAMES WITH PEOPLE'S EMOTIONS?
I NEVER THOUGHT OF IT AS A GAME, PETEY...NOT REALLY.
THEN WHAT DID YOU THINK YOU WERE DOING, LADY--BESIDES CHURNING UP MY GUTS?
I...I JUST DON'T KNOW.

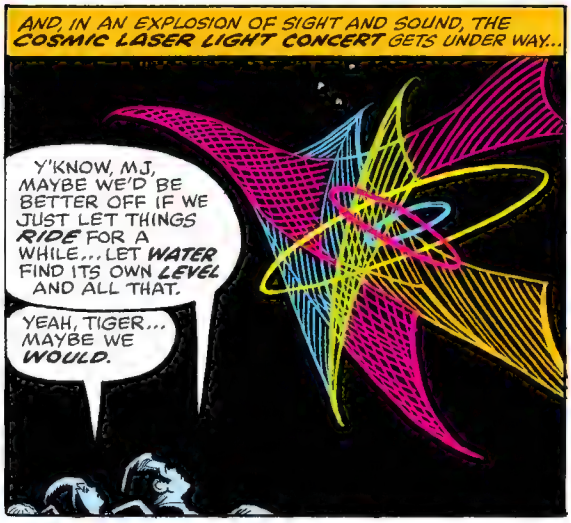

YOU DON'T KNOW A LOT OF THINGS--DO YOU, MJ?
BUT THEN... NEITHER DO I, I GUESS.
WHAT ARE WE THESE DAYS, RED? WHO ARE WE?
I HONESTLY CAN'T TELL YOU, PETEY.

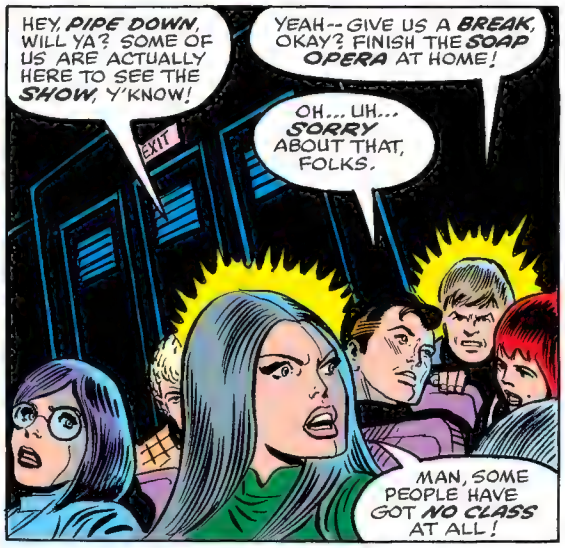
IT STARTED OUT SO SIMPLY BETWEEN US, TIGER. YOU HAD LOST GWEN STACY AND YOU NEEDED A FRIEND... SOMEONE TO LEAN ON.
BUT THEN YOU KISSED ME GOOD-BYE WHEN YOU WENT TO PARIS... AND SUDDENLY YOU WERE SOMETHING MORE!
I SUPPOSE I JUST DIDN'T KNOW HOW TO HANDLE A RELATIONSHIP LIKE THAT, PETER.


ALL MY LIFE I HAD BEEN HAPPY-GO-LUCKY MARY JANE WATSON, QUEEN OF THE SWINGING SET...NO STRINGS...NO OBLIGATIONS...NO RESPONSIBILITIES...
I DIDN'T TAKE ANYTHING FROM ANYBODY THAT THEY DIDN'T OFFER ME FIRST.
BUT THAT'S JUST THE POINT, MJ--YOU REALLY DIDN'T GIVE ANYTHING TO ANYONE EITHER!


THE SPRAWLING MUSEUM OF NATURAL HISTORY HAS PASSED BY UNNOTICED AS PETER AND MARY JANE STROLL TOWARDS THE WORLD-FAMED HAYDEN PLANETARIUM...
SO WHAT DO WE DO NOW, PETER? WHERE DO WE GO FROM HERE?
I LOOK AROUND AND SEE ALL OUR FRIENDS GETTING TOGETHER... NED LEEDS AND BETTY BRANT MARRIED... HARRY OSBORN AND LIZ ALLEN BOTH STARRY-EYED...
HAYDEN PLANETARIUM
...AND YOU KEEP RUNNING OUT ON ME TO TAKE YOUR PRECIOUS PHOTOS!

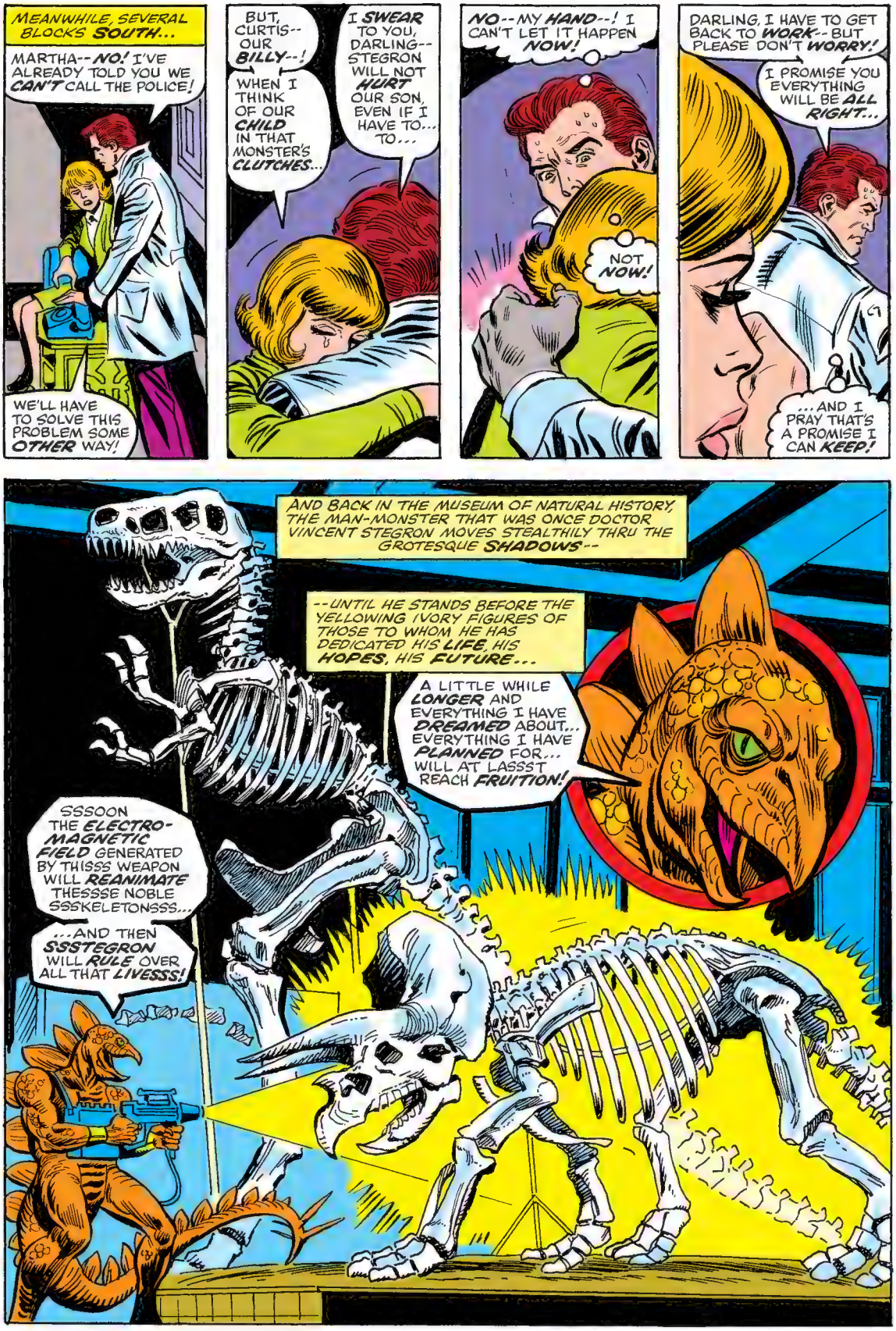

SO I GET POSSESSIVE AND I HATE MYSELF-- AND I HATE YOU FOR MAKING ME HATE MYSELF...
...AND ALL WE DO IS GO AROUND IN BIGGER AND BIGGER CIRCLES!
THESE SEATS ALL RIGHT?
YEAH... FINE. WE'D BETTER GET COMFORTABLE QUICK, MARY JANE.
THE LASERIUM IS ABOUT TO BEGIN!

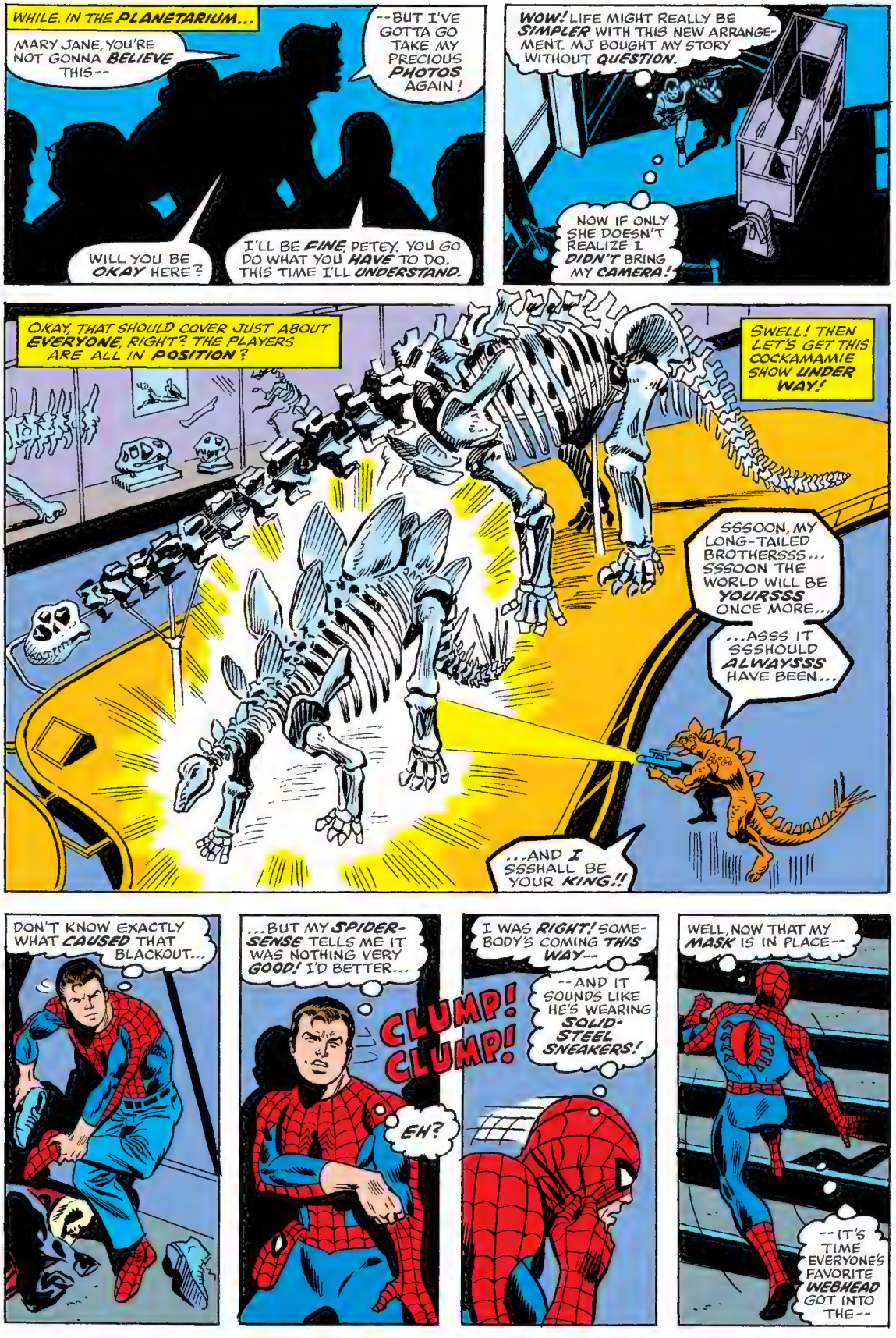

AND, IN AN EXPLOSION OF SIGHT AND SOUND, THE COSMIC LASER LIGHT CONCERT GETS UNDER WAY...
Y'KNOW, MJ, MAYBE WE'D BE BETTER OFF IF WE JUST LET THINGS RIDE FOR A WHILE... LET WATER FIND ITS OWN LEVEL AND ALL THAT.
YEAH, TIGER... MAYBE WE WOULD.

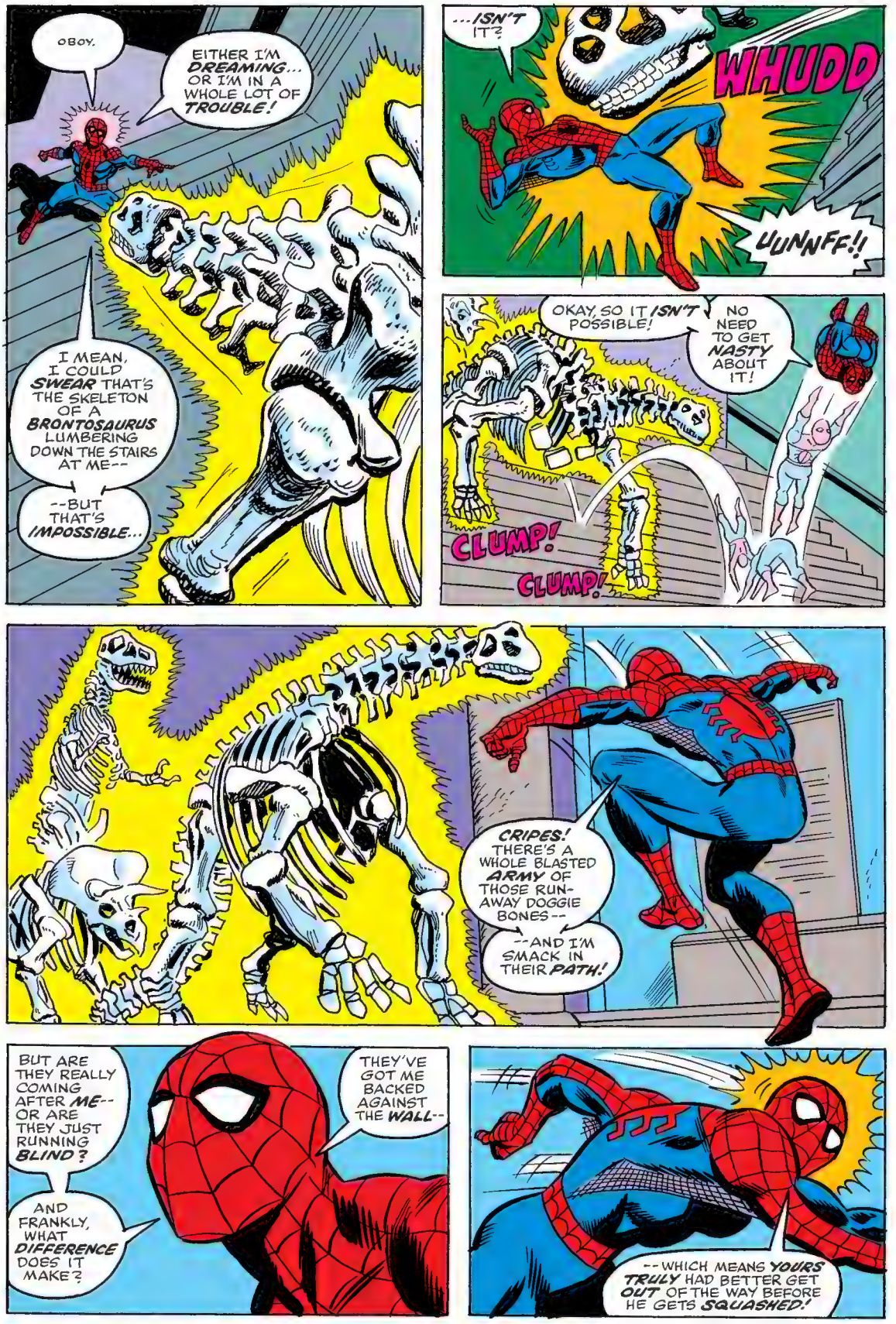

HEY, PIPE DOWN, WILL YA? SOME OF US ARE ACTUALLY HERE TO SEE THE SHOW, Y'KNOW!
EXIT
YEAH-- GIVE US A BREAK, OKAY? FINISH THE SOAP OPERA AT HOME!
OH... UH... SORRY ABOUT THAT, FOLKS.
MAN, SOME PEOPLE HAVE GOT NO CLASS AT ALL!

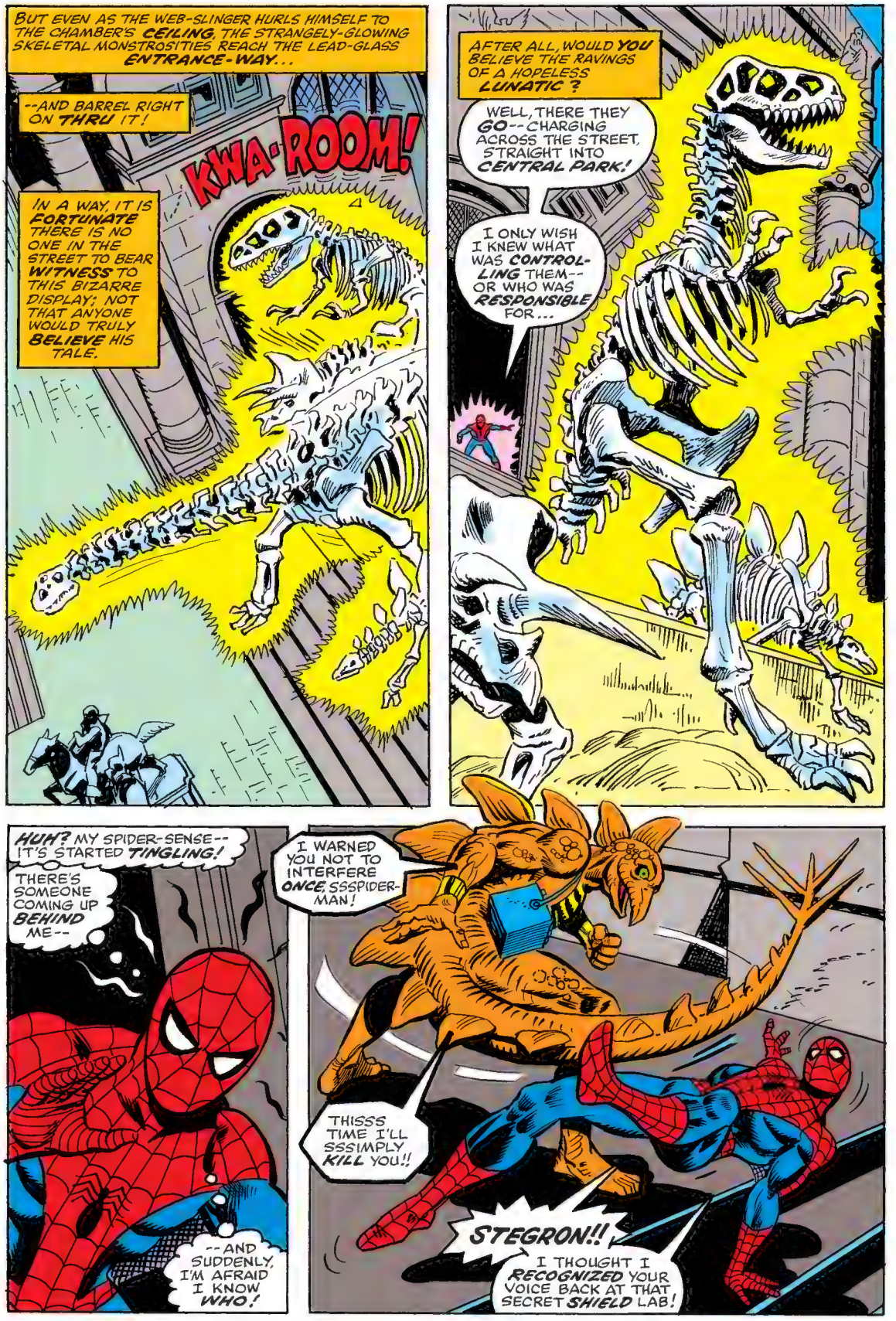
PSSSST... HEY, RED... NO MATTER WHAT FINALLY HAPPENS, I'M GLAD WE HAD THIS LITTLE CHAT.
FOR THE FIRST TIME IN MONTHS, IT SEEMS LIKE I CAN SEE A LIGHT AT THE END OF THE TUNNEL.
YEAH, HANDSOME... SO CAN I.

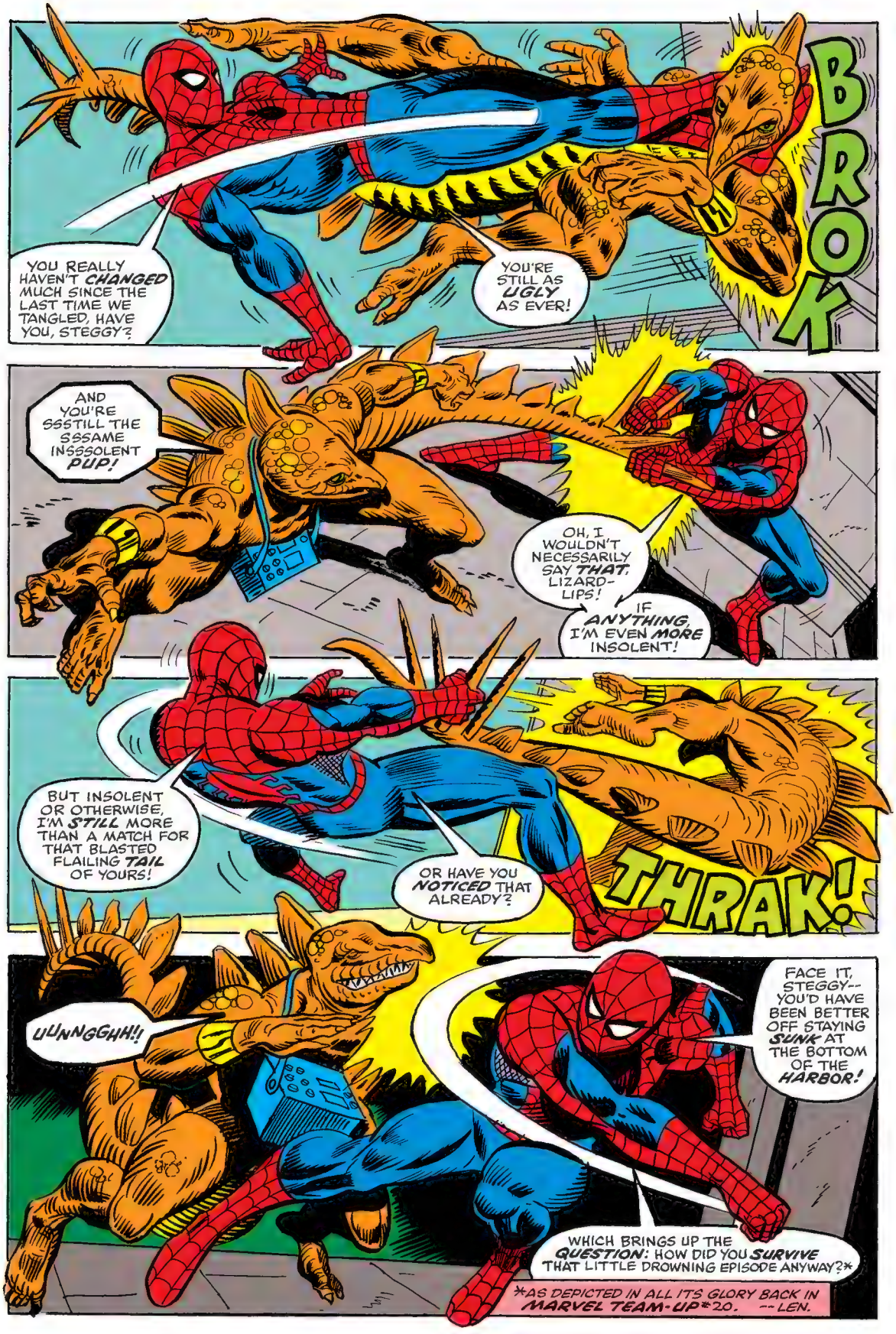
AND THEN SOME IDIOT TURNED OFF THE LIGHTS!
HEY! WH-WHAT'S GOIN' ON?
SOMEBODY MUSTA BLOWN A FUSE OR SOMETHIN'!
EEEEEEEEEEEE
WHATEVER YOU DO, PEOPLE-- DON'T PANIC!
YAAAAAA

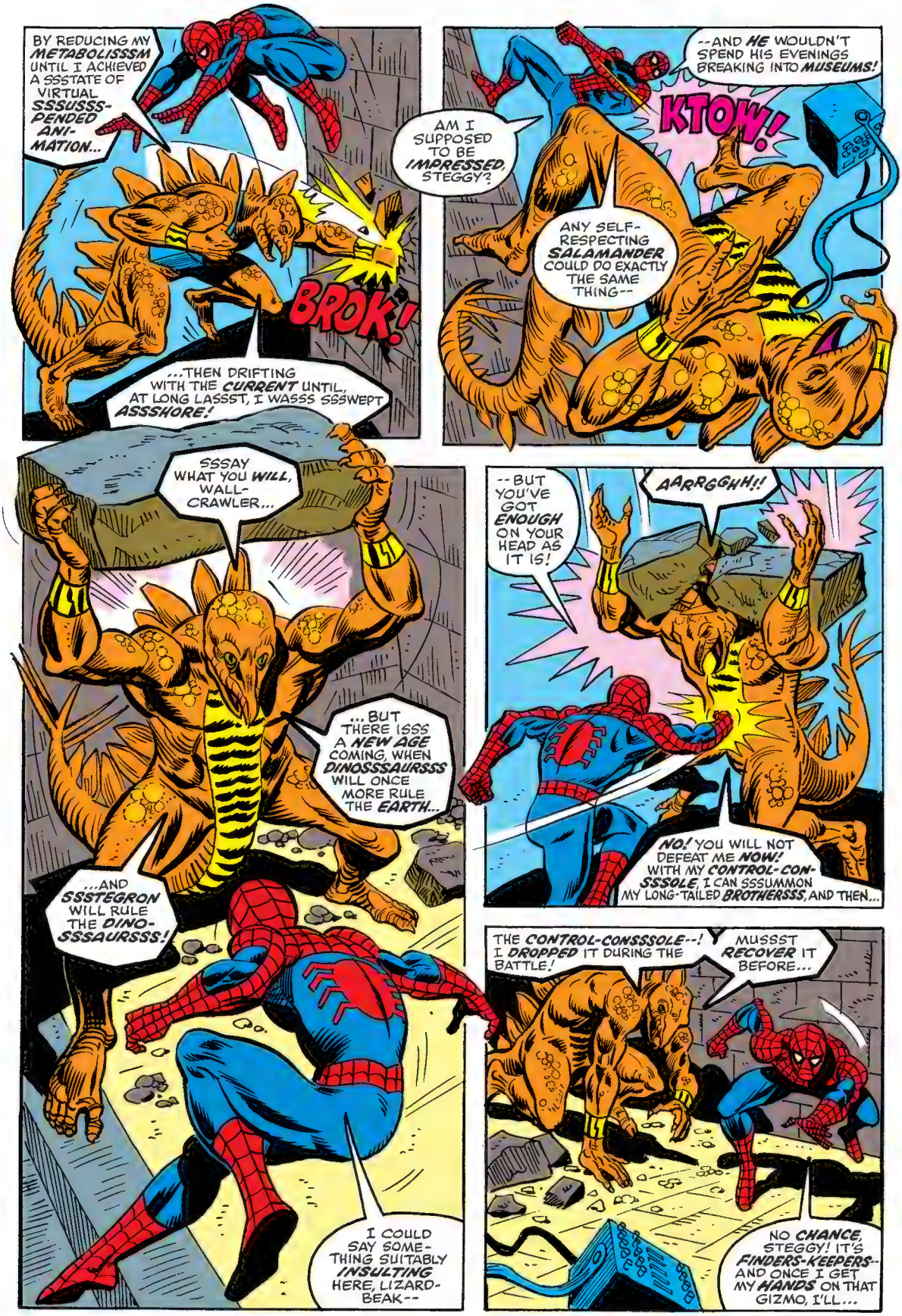

MEANWHILE, SEVERAL BLOCKS SOUTH...
MARTHA--NO! I'VE ALREADY TOLD YOU WE CAN'T CALL THE POLICE!
WE'LL HAVE TO SOLVE THIS PROBLEM SOME OTHER WAY!
BUT, CURTIS--OUR BILLY--!
WHEN I THINK OF OUR CHILD IN THAT MONSTER'S CLUTCHES...
I SWEAR TO YOU, DARLING--STEGRON WILL NOT HURT OUR SON, EVEN IF I HAVE TO... TO...
NO--MY HAND--! I CAN'T LET IT HAPPEN NOW!
NOT NOW!
DARLING, I HAVE TO GET BACK TO WORK--BUT PLEASE DON'T WORRY!
I PROMISE YOU EVERYTHING WILL BE ALL RIGHT...
...AND I PRAY THAT'S A PROMISE I CAN KEEP!
AND BACK IN THE MUSEUM OF NATURAL HISTORY, THE MAN-MONSTER THAT WAS ONCE DOCTOR VINCENT STEGRON MOVES STEALTHILY THRU THE GROTESQUE SHADOWS--
--UNTIL HE STANDS BEFORE THE YELLOWING IVORY FIGURES OF THOSE TO WHOM HE HAS DEDICATED HIS LIFE, HIS HOPES, HIS FUTURE...
A LITTLE WHILE LONGER AND EVERYTHING I HAVE DREAMED ABOUT... EVERYTHING I HAVE PLANNED FOR... WILL AT LASSST REACH FRUITION!
SSSOON THE ELECTRO-MAGNETIC FIELD GENERATED BY THISSS WEAPON WILL REANIMATE THESSSE NOBLE SSSKELETONSSS...
...AND THEN SSSTEGRON WILL RULE OVER ALL THAT LIVESSS!

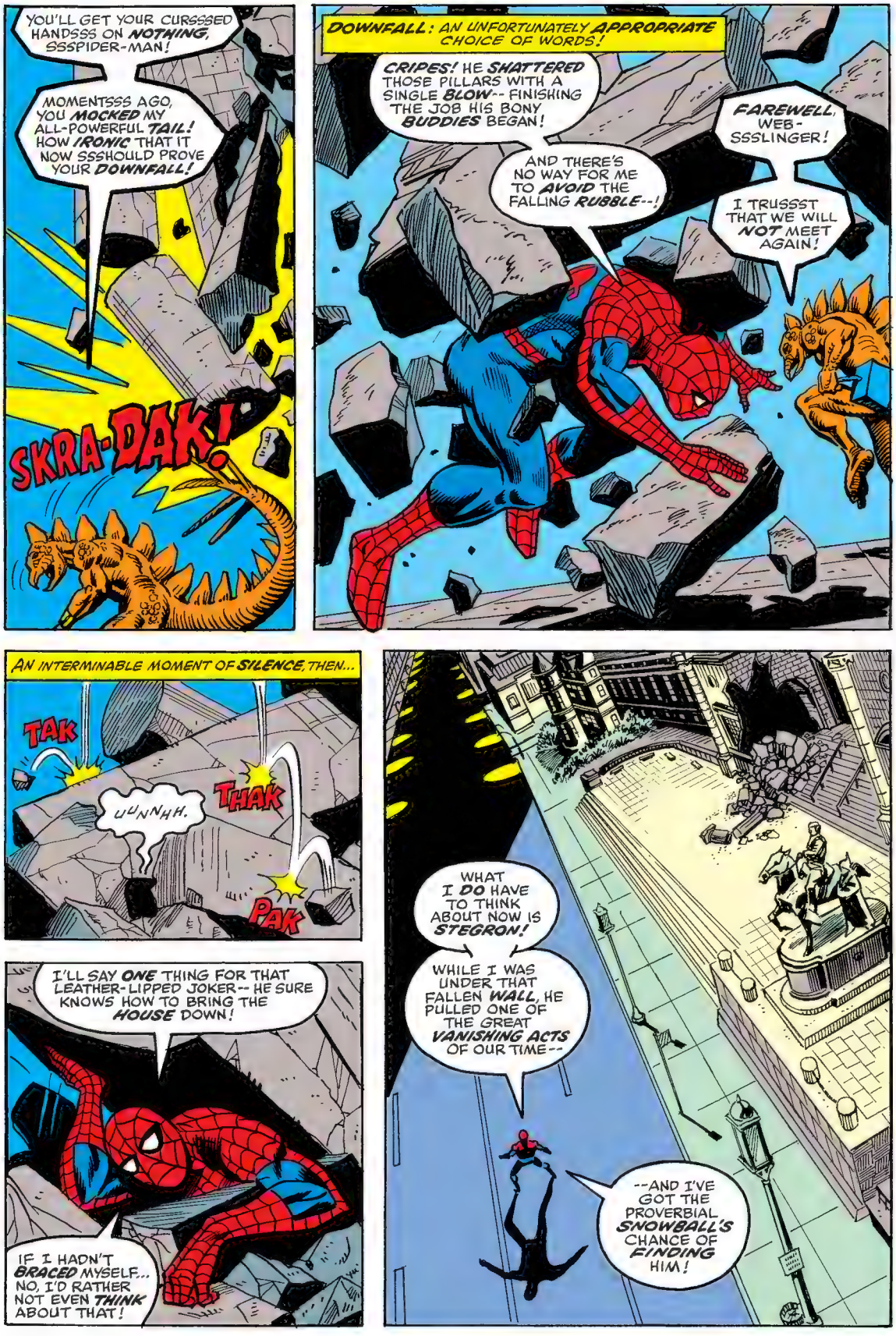

WHILE, IN THE PLANETARIUM...
MARY JANE, YOU'RE NOT GONNA BELIEVE THIS--
--BUT I'VE GOTTA GO TAKE MY PRECIOUS PHOTOS AGAIN!
WILL YOU BE OKAY HERE?
I'LL BE FINE, PETEY. YOU GO DO WHAT YOU HAVE TO DO. THIS TIME I'LL UNDERSTAND.
WOW! LIFE MIGHT REALLY BE SIMPLER WITH THIS NEW ARRANGEMENT. MJ BOUGHT MY STORY WITHOUT QUESTION.
NOW IF ONLY SHE DOESN'T REALIZE I DIDN'T BRING MY CAMERA!
OKAY, THAT SHOULD COVER JUST ABOUT EVERYONE, RIGHT? THE PLAYERS ARE ALL IN POSITION?
SWELL! THEN LET'S GET THIS COCKAMAMIE SHOW UNDER WAY!
SSSOON, MY LONG-TAILED BROTHERSSS... SSSOON THE WORLD WILL BE YOURSSS ONCE MORE...
...ASSS IT SSSHOULD ALWAYSSS HAVE BEEN...
...AND I SSSHALL BE YOUR KING!!
DON'T KNOW EXACTLY WHAT CAUSED THAT BLACKOUT...
...BUT MY SPIDER-SENSE TELLS ME IT WAS NOTHING VERY GOOD! I'D BETTER...
CLUMP! CLUMP!
EH?
I WAS RIGHT! SOMEBODY'S COMING THIS WAY--
--AND IT SOUNDS LIKE HE'S WEARING SOLID-STEEL SNEAKERS!
WELL, NOW THAT MY MASK IS IN PLACE--
--IT'S TIME EVERYONE'S FAVORITE WEBHEAD GOT INTO THE--

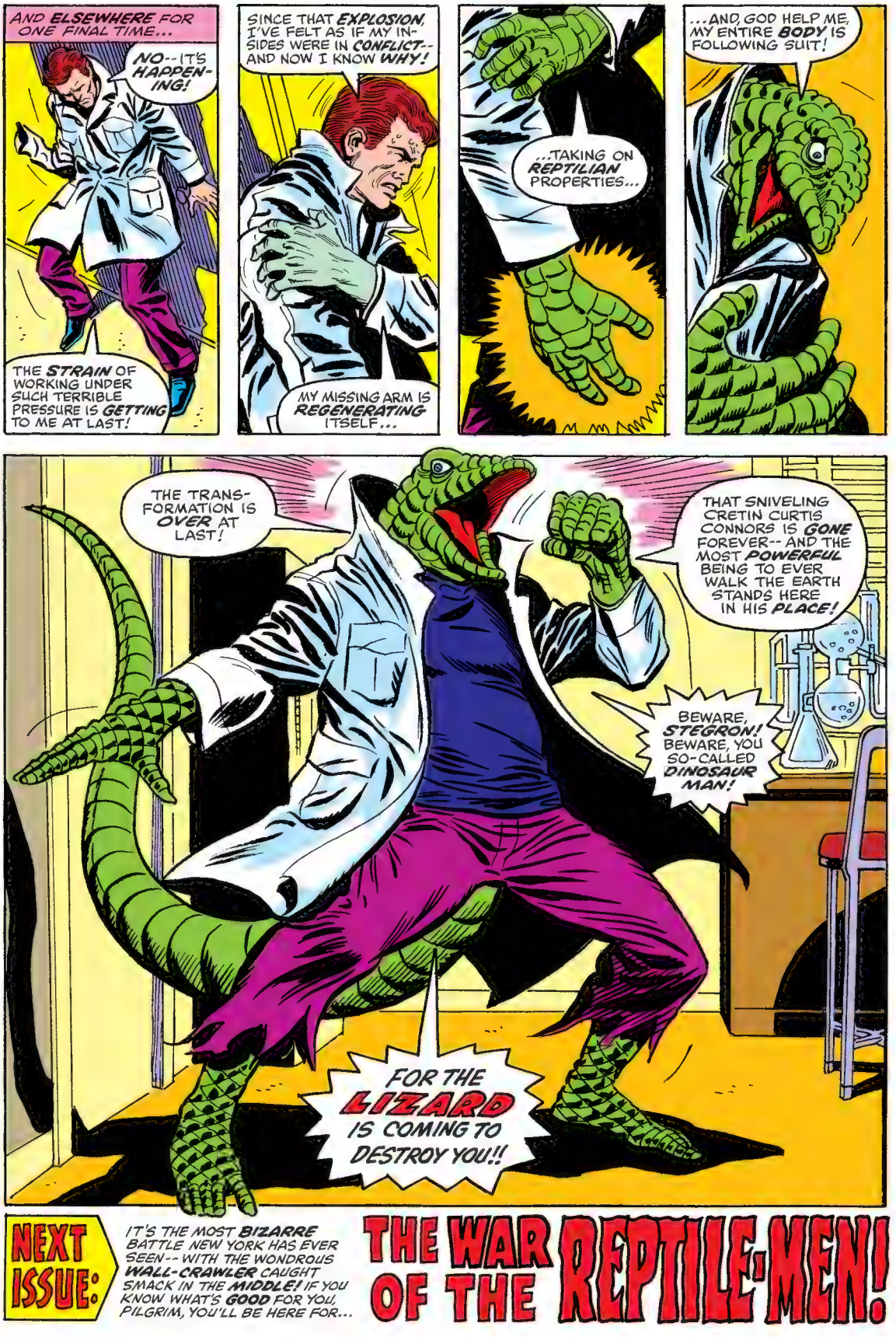

OBOY.
EITHER I'M DREAMING... OR I'M IN A WHOLE LOT OF TROUBLE!
I MEAN, I COULD SWEAR THAT'S THE SKELETON OF A BRONTOSAURUS LUMBERING DOWN THE STAIRS AT ME--
--BUT THAT'S IMPOSSIBLE...
...ISN'T IT?
WHUDD
UUNNFF!!
OKAY, SO IT ISN'T POSSIBLE!
NO NEED TO GET NASTY ABOUT IT!
CLUMP!
CLUMP!
CRIPES! THERE'S A WHOLE BLASTED ARMY OF THOSE RUN-AWAY DOGGIE BONES--
--AND I'M SMACK IN THEIR PATH!
BUT ARE THEY REALLY COMING AFTER ME-- OR ARE THEY JUST RUNNING BLIND?
AND FRANKLY, WHAT DIFFERENCE DOES IT MAKE?
THEY'VE GOT ME BACKED AGAINST THE WALL--
--WHICH MEANS YOURS TRULY HAD BETTER GET OUT OF THE WAY BEFORE HE GETS SQUASHED!


BUT EVEN AS THE WEB-SLINGER HURLS HIMSELF TO THE CHAMBER'S CEILING, THE STRANGELY-GLOWING SKELETAL MONSTROSITIES REACH THE LEAD-GLASS ENTRANCE-WAY...
--AND BARREL RIGHT ON THRU IT!
KWA-ROOM!
IN A WAY, IT IS FORTUNATE THERE IS NO ONE IN THE STREET TO BEAR WITNESS TO THIS BIZARRE DISPLAY; NOT THAT ANYONE WOULD TRULY BELIEVE HIS TALE.
AFTER ALL, WOULD YOU BELIEVE THE RAVINGS OF A HOPELESS LUNATIC?
WELL, THERE THEY GO--CHARGING ACROSS THE STREET, STRAIGHT INTO CENTRAL PARK!
I ONLY WISH I KNEW WHAT WAS CONTROL-LING THEM--OR WHO WAS RESPONSIBLE FOR...
HUH? MY SPIDER-SENSE--IT'S STARTED TINGLING!
THERE'S SOMEONE COMING UP BEHIND ME--
--AND SUDDENLY, I'M AFRAID I KNOW WHO!
I WARNED YOU NOT TO INTERFERE ONCE, SSSPIDER-MAN!
THISSS TIME I'LL SSSIMPLY KILL YOU!!
STEGRON!!
I THOUGHT I RECOGNIZED YOUR VOICE BACK AT THAT SECRET SHIELD LAB!


YOU REALLY HAVEN'T CHANGED MUCH SINCE THE LAST TIME WE TANGLED, HAVE YOU, STEGGY?
YOU'RE STILL AS UGLY AS EVER!
BROK
AND YOU'RE SSSTILL THE SSSAME INSSSOLENT PUP!
OH, I WOULDN'T NECESSARILY SAY THAT, LIZARD-LIPS!
IF ANYTHING, I'M EVEN MORE INSOLENT!
BUT INSOLENT OR OTHERWISE, I'M STILL MORE THAN A MATCH FOR THAT BLASTED FLAILING TAIL OF YOURS!
OR HAVE YOU NOTICED THAT ALREADY?
THRAK!
UUNNGGHH!!
FACE IT, STEGGY-- YOU'D HAVE BEEN BETTER OFF STAYING SUNK AT THE BOTTOM OF THE HARBOR!
WHICH BRINGS UP THE QUESTION: HOW DID YOU SURVIVE THAT LITTLE DROWNING EPISODE ANYWAY?*
*AS DEPICTED IN ALL ITS GLORY BACK IN MARVEL TEAM-UP #20. --LEN.


BY REDUCING MY METABOLISSSM UNTIL I ACHIEVED A SSSTATE OF VIRTUAL SSSUSSS-PENDED ANI-MATION...
BROK!
...THEN DRIFTING WITH THE CURRENT UNTIL, AT LONG LASSST, I WASSS SSSWEPT ASSSHORE!
AM I SUPPOSED TO BE IMPRESSED, STEGGY?
--AND HE WOULDN'T SPEND HIS EVENINGS BREAKING INTO MUSEUMS!
KTOW!
ANY SELF-RESPECTING SALAMANDER COULD DO EXACTLY THE SAME THING--
SSSAY WHAT YOU WILL, WALL-CRAWLER...
...BUT THERE ISSS A NEW AGE COMING, WHEN DINOSSSAURSSS WILL ONCE MORE RULE THE EARTH...
...AND SSSTEGRON WILL RULE THE DINO-SSSAURSSS!
I COULD SAY SOME-THING SUITABLY INSULTING HERE, LIZARD-BEAK--
--BUT YOU'VE GOT ENOUGH ON YOUR HEAD AS IT IS!
AARRGGHH!!
NO! YOU WILL NOT DEFEAT ME NOW! WITH MY CONTROL-CON-SSSOLE, I CAN SSSUMMON MY LONG-TAILED BROTHERSSS, AND THEN...
THE CONTROL-CONSSSOLE--! I DROPPED IT DURING THE BATTLE!
MUSSST RECOVER IT BEFORE...
NO CHANCE, STEGGY! IT'S FINDERS-KEEPERS-- AND ONCE I GET MY HANDS ON THAT GIZMO, I'LL...


YOU'LL GET YOUR CURSSSED HANDSSS ON NOTHING, SSSPIDER-MAN!
MOMENTSSS AGO, YOU MOCKED MY ALL-POWERFUL TAIL! HOW IRONIC THAT IT NOW SSHOULD PROVE YOUR DOWNFALL!
SKRA-DAK!
DOWNFALL: AN UNFORTUNATELY APPROPRIATE CHOICE OF WORDS!
CRIPES! HE SHATTERED THOSE PILLARS WITH A SINGLE BLOW-- FINISHING THE JOB HIS BONY BUDDIES BEGAN!
AND THERE'S NO WAY FOR ME TO AVOID THE FALLING RUBBLE--!
FAREWELL, WEB-SSSLINGER!
I TRUSSST THAT WE WILL NOT MEET AGAIN!
AN INTERMINABLE MOMENT OF SILENCE, THEN...
TAK
UUNNHH.
THAK
PAK
I'LL SAY ONE THING FOR THAT LEATHER-LIPPED JOKER-- HE SURE KNOWS HOW TO BRING THE HOUSE DOWN!
IF I HADN'T BRACED MYSELF... NO, I'D RATHER NOT EVEN THINK ABOUT THAT!
WHAT I DO HAVE TO THINK ABOUT NOW IS STEGRON!
WHILE I WAS UNDER THAT FALLEN WALL, HE PULLED ONE OF THE GREAT VANISHING ACTS OF OUR TIME--
--AND I'VE GOT THE PROVERBIAL SNOWBALL'S CHANCE OF FINDING HIM!


AND ELSEWHERE FOR ONE FINAL TIME...
NO--IT'S HAPPENING!
THE STRAIN OF WORKING UNDER SUCH TERRIBLE PRESSURE IS GETTING TO ME AT LAST!
SINCE THAT EXPLOSION, I'VE FELT AS IF MY INSIDES WERE IN CONFLICT--AND NOW I KNOW WHY!
MY MISSING ARM IS REGENERATING ITSELF...
...TAKING ON REPTILIAN PROPERTIES...
...AND, GOD HELP ME, MY ENTIRE BODY IS FOLLOWING SUIT!
THE TRANSFORMATION IS OVER AT LAST!
THAT SNIVELING CRETIN CURTIS CONNORS IS GONE FOREVER-- AND THE MOST POWERFUL BEING TO EVER WALK THE EARTH STANDS HERE IN HIS PLACE!
BEWARE, STEGRON! BEWARE, YOU SO-CALLED DINOSAUR MAN!
FOR THE LIZARD IS COMING TO DESTROY YOU!!
NEXT ISSUE:
IT'S THE MOST BIZARRE BATTLE NEW YORK HAS EVER SEEN-- WITH THE WONDROUS WALL-CRAWLER CAUGHT SMACK IN THE MIDDLE! IF YOU KNOW WHAT'S GOOD FOR YOU, PILGRIM, YOU'LL BE HERE FOR...
THE WAR OF THE REPTILE-MEN!

SPIDER-MAN
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the AMAZING SPIDER-MAN®
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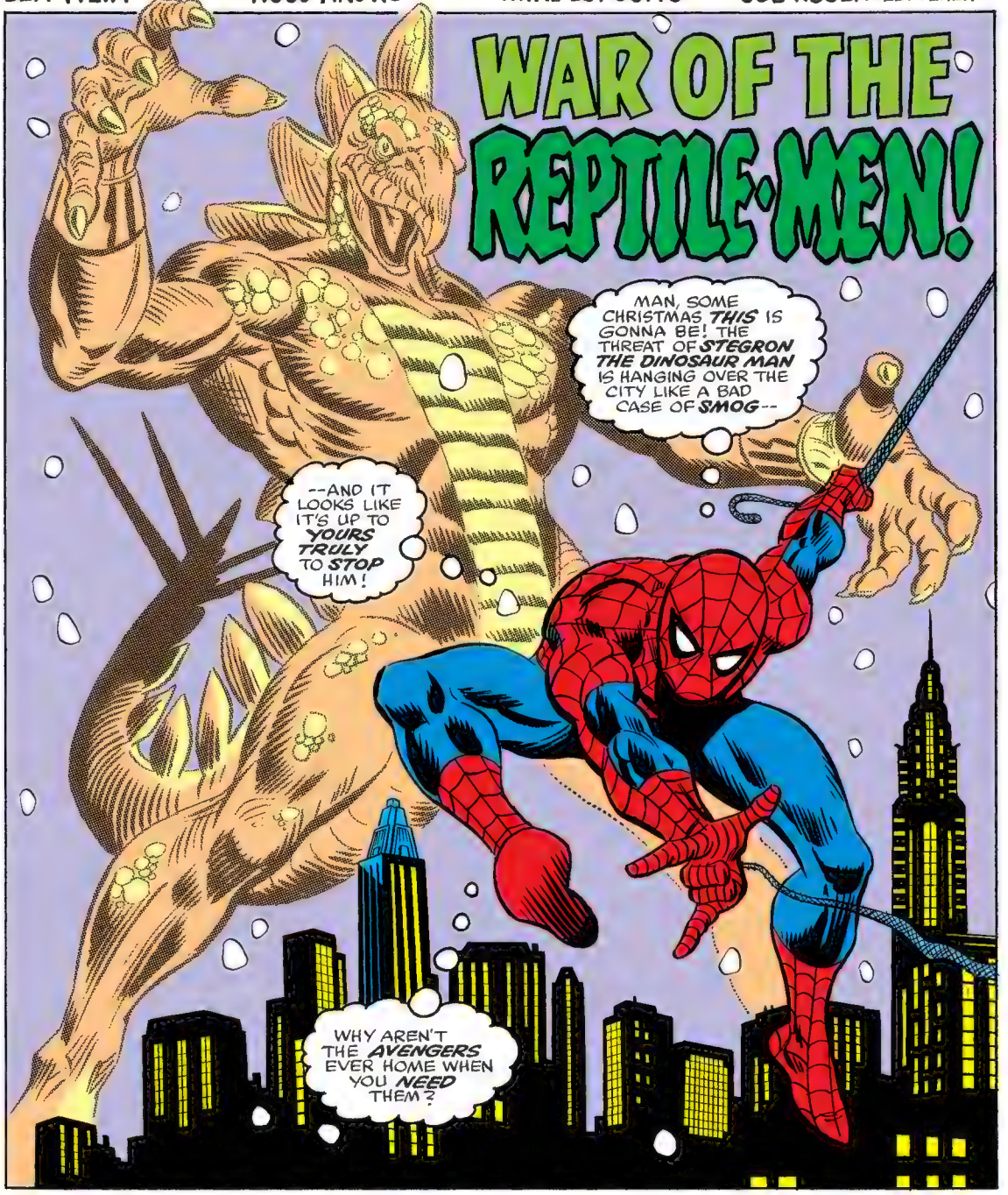
IF THE LIZARD DOESN'T GET YOU, INSECT--
THEN STEGRON WILL!!!
IT'S A HOLIDAY HOLOCAUST! WE CALL IT...
THE WAR OF THE REPTILE-MEN!
--AND SPIDEY IS CAUGHT IN THE MIDDLE!

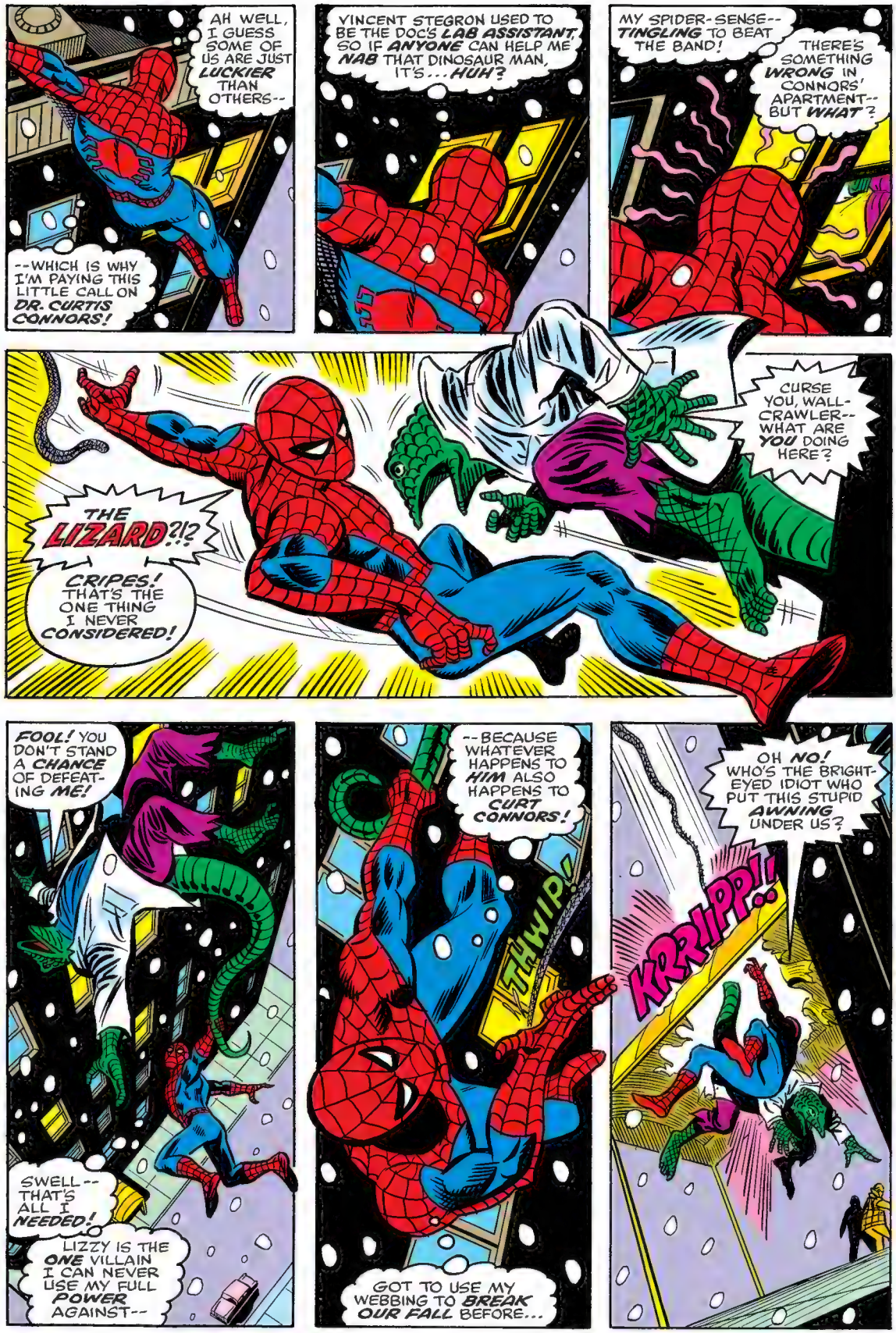
While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

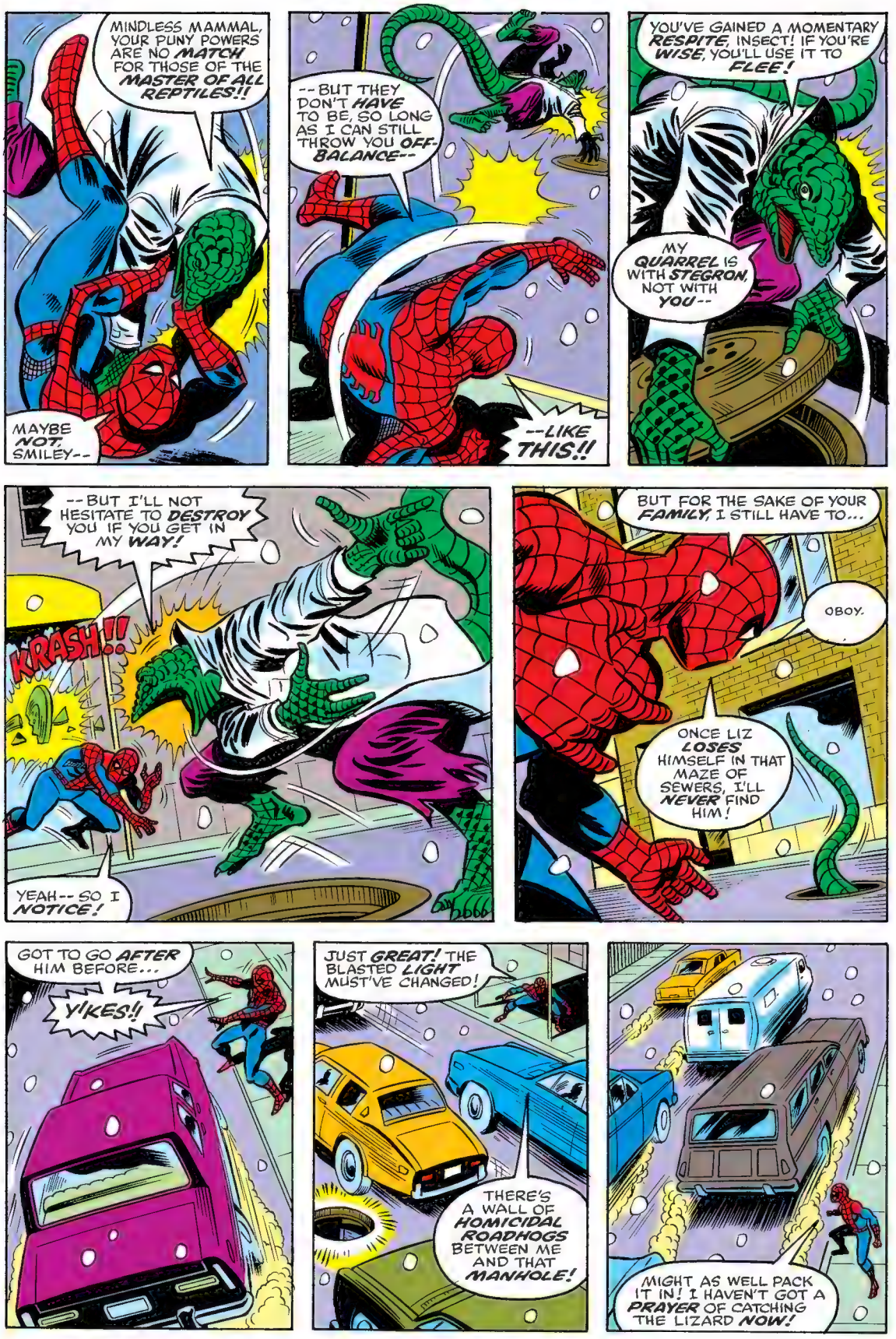
Stan Lee PRESENTS: **THE AMAZING SPIDER-MAN**™

LEN WEIN *WRITER/EDITOR* ROSS ANDRU *ILLUSTRATOR* MIKE ESPOSITO *INKER* GLYNIS WEIN: *COLORIST* JOE ROSEN: *LETTERER*

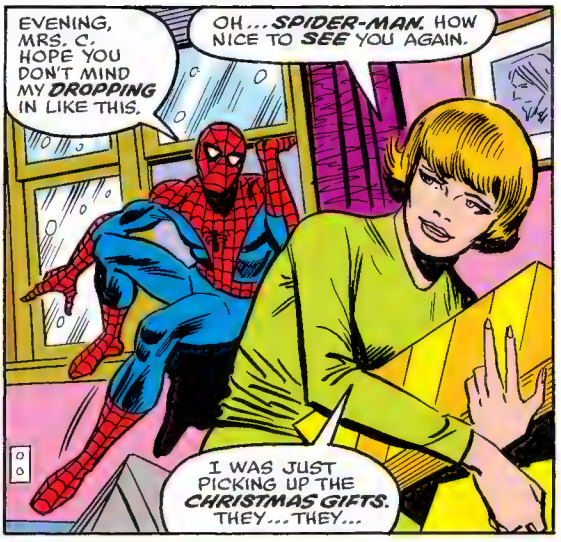
WAR OF THE REPTILE-MEN!


MAN, SOME CHRISTMAS *THIS* IS GONNA BE! THE THREAT OF *STEGRON THE DINOSAUR MAN* IS HANGING OVER THE CITY LIKE A BAD CASE OF *SMOG*--
--AND IT LOOKS LIKE IT'S UP TO *YOURS TRULY* TO *STOP* HIM!
WHY AREN'T THE *AVENGERS* EVER HOME WHEN YOU *NEED* THEM?

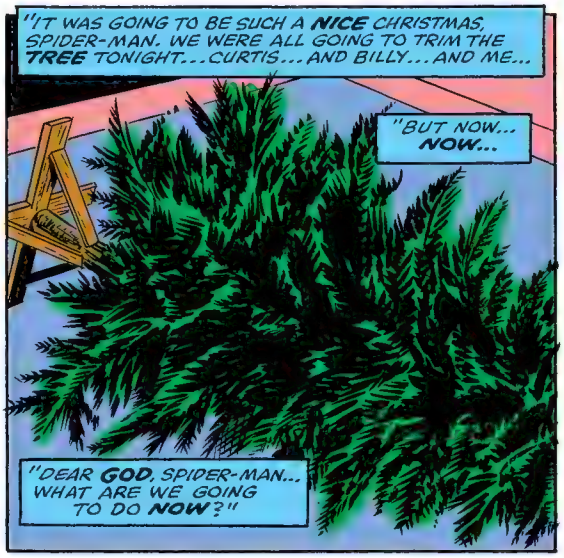

AH WELL, I GUESS SOME OF US ARE JUST LUCKIER THAN OTHERS--
--WHICH IS WHY I'M PAYING THIS LITTLE CALL ON DR. CURTIS CONNORS!
VINCENT STEGRON USED TO BE THE DOC'S LAB ASSISTANT, SO IF ANYONE CAN HELP ME NAB THAT DINOSAUR MAN, IT'S... HUH?
MY SPIDER-SENSE-- TINGLING TO BEAT THE BAND!
THERE'S SOMETHING WRONG IN CONNORS' APARTMENT-- BUT WHAT?
CURSE YOU, WALL-CRAWLER-- WHAT ARE YOU DOING HERE?
THE LIZARD?!?
CRIPES! THAT'S THE ONE THING I NEVER CONSIDERED!
FOOL! YOU DON'T STAND A CHANCE OF DEFEATING ME!
SWELL-- THAT'S ALL I NEEDED!
LIZZY IS THE ONE VILLAIN I CAN NEVER USE MY FULL POWER AGAINST--
--BECAUSE WHATEVER HAPPENS TO HIM ALSO HAPPENS TO CURT CONNORS!
THWIP!
GOT TO USE MY WEBBING TO BREAK OUR FALL BEFORE...
OH NO! WHO'S THE BRIGHT-EYED IDIOT WHO PUT THIS STUPID AWNING UNDER US?
KRRIPP!!


MINDLESS MAMMAL, YOUR PUNY POWERS ARE NO MATCH FOR THOSE OF THE MASTER OF ALL REPTILES!!
MAYBE NOT, SMILEY--
--BUT THEY DON'T HAVE TO BE, SO LONG AS I CAN STILL THROW YOU OFF-BALANCE--
--LIKE THIS!!
YOU'VE GAINED A MOMENTARY RESPITE, INSECT! IF YOU'RE WISE, YOU'LL USE IT TO FLEE!
MY QUARREL IS WITH STEGRON, NOT WITH YOU--
--BUT I'LL NOT HESITATE TO DESTROY YOU IF YOU GET IN MY WAY!
KRASH!!
YEAH-- SO I NOTICE!
BUT FOR THE SAKE OF YOUR FAMILY, I STILL HAVE TO...
OBOY.
ONCE LIZ LOSES HIMSELF IN THAT MAZE OF SEWERS, I'LL NEVER FIND HIM!
GOT TO GO AFTER HIM BEFORE...
YIKES!!
JUST GREAT! THE BLASTED LIGHT MUST'VE CHANGED!
THERE'S A WALL OF HOMICIDAL ROADHOGS BETWEEN ME AND THAT MANHOLE!
MIGHT AS WELL PACK IT IN! I HAVEN'T GOT A PRAYER OF CATCHING THE LIZARD NOW!

BETTER GET UP TO DOC CONNORS' APARTMENT-- AND FIND OUT WHAT IN BLAZES IS GOING ON AROUND HERE!
THIS CAPER IS GETTING HAIRIER BY THE MINUTE!

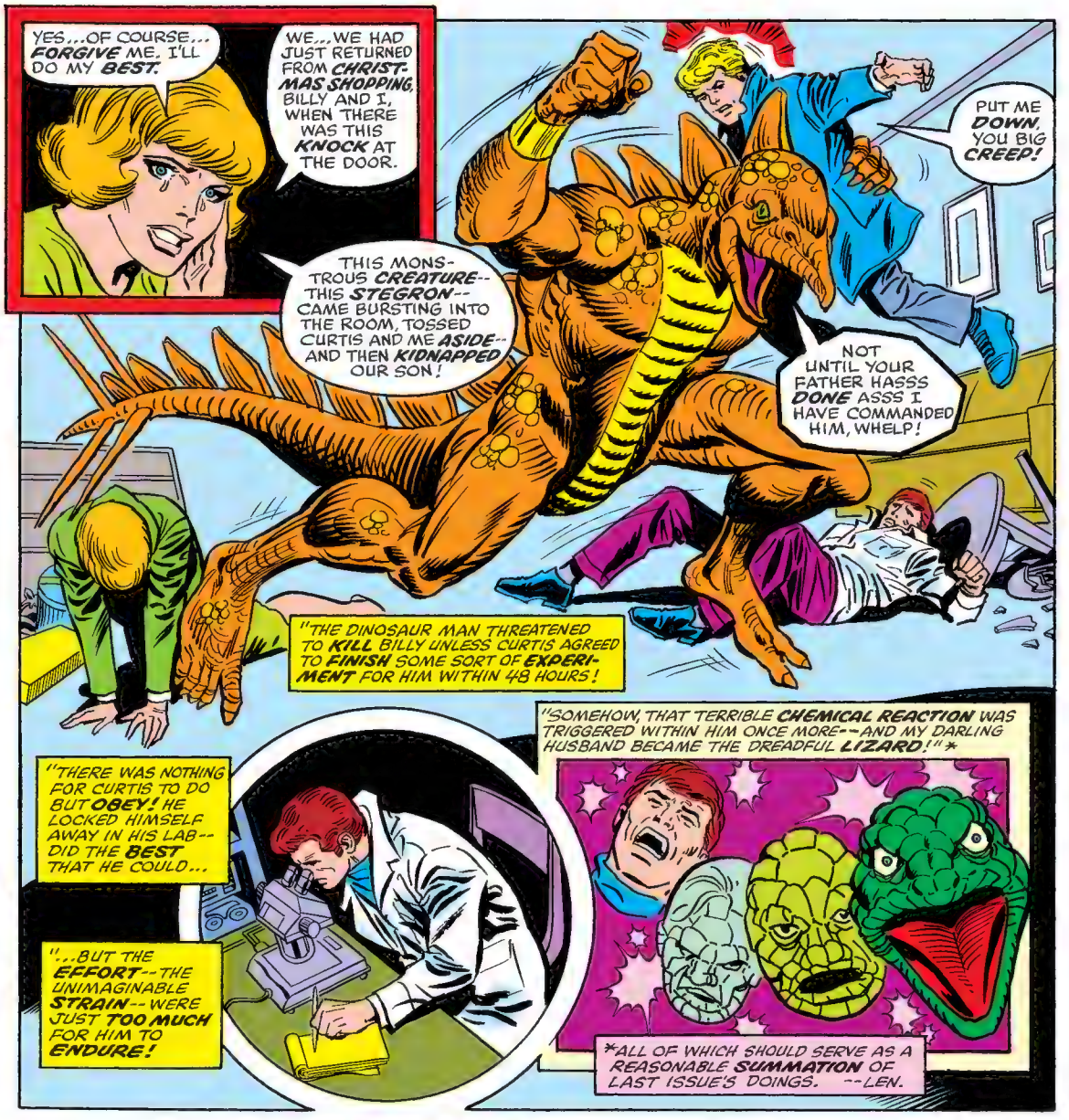

EVENING, MRS. C. HOPE YOU DON'T MIND MY DROPPING IN LIKE THIS.
OH... SPIDER-MAN. HOW NICE TO SEE YOU AGAIN.
I WAS JUST PICKING UP THE CHRISTMAS GIFTS. THEY... THEY...

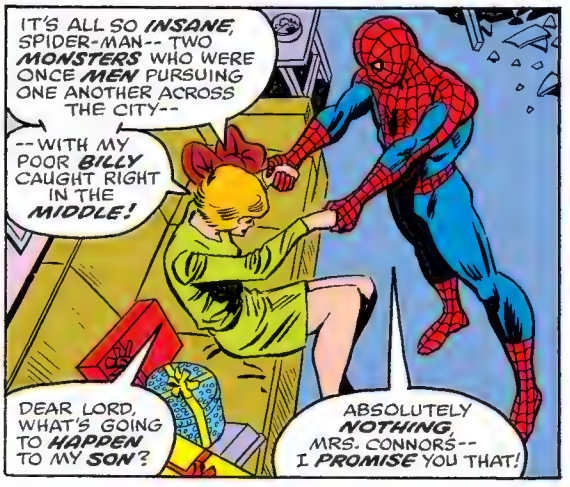
I KNOW WHAT HAPPENED, MRS. CONNORS. I RAN INTO THE LIZARD ON MY WAY UP HERE.
LET ME HELP YOU WITH THESE THINGS... THEN WE'LL TALK.
TALK? ABOUT WHAT? ABOUT HOW MY ENTIRE LIFE IS COMING APART?

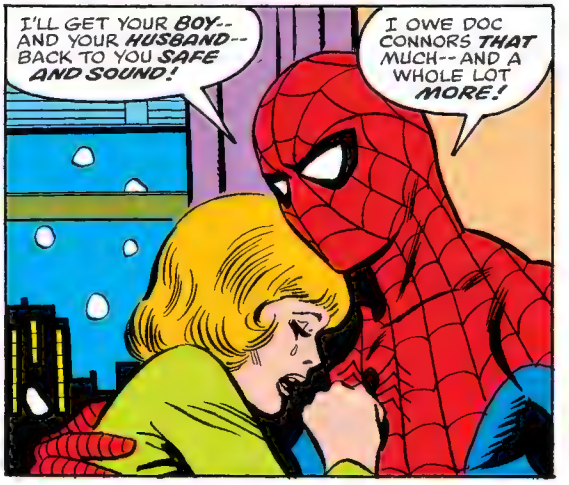

"IT WAS GOING TO BE SUCH A NICE CHRISTMAS, SPIDER-MAN. WE WERE ALL GOING TO TRIM THE TREE TONIGHT... CURTIS... AND BILLY... AND ME...
"BUT NOW... NOW...
"DEAR GOD, SPIDER-MAN... WHAT ARE WE GOING TO DO NOW?"

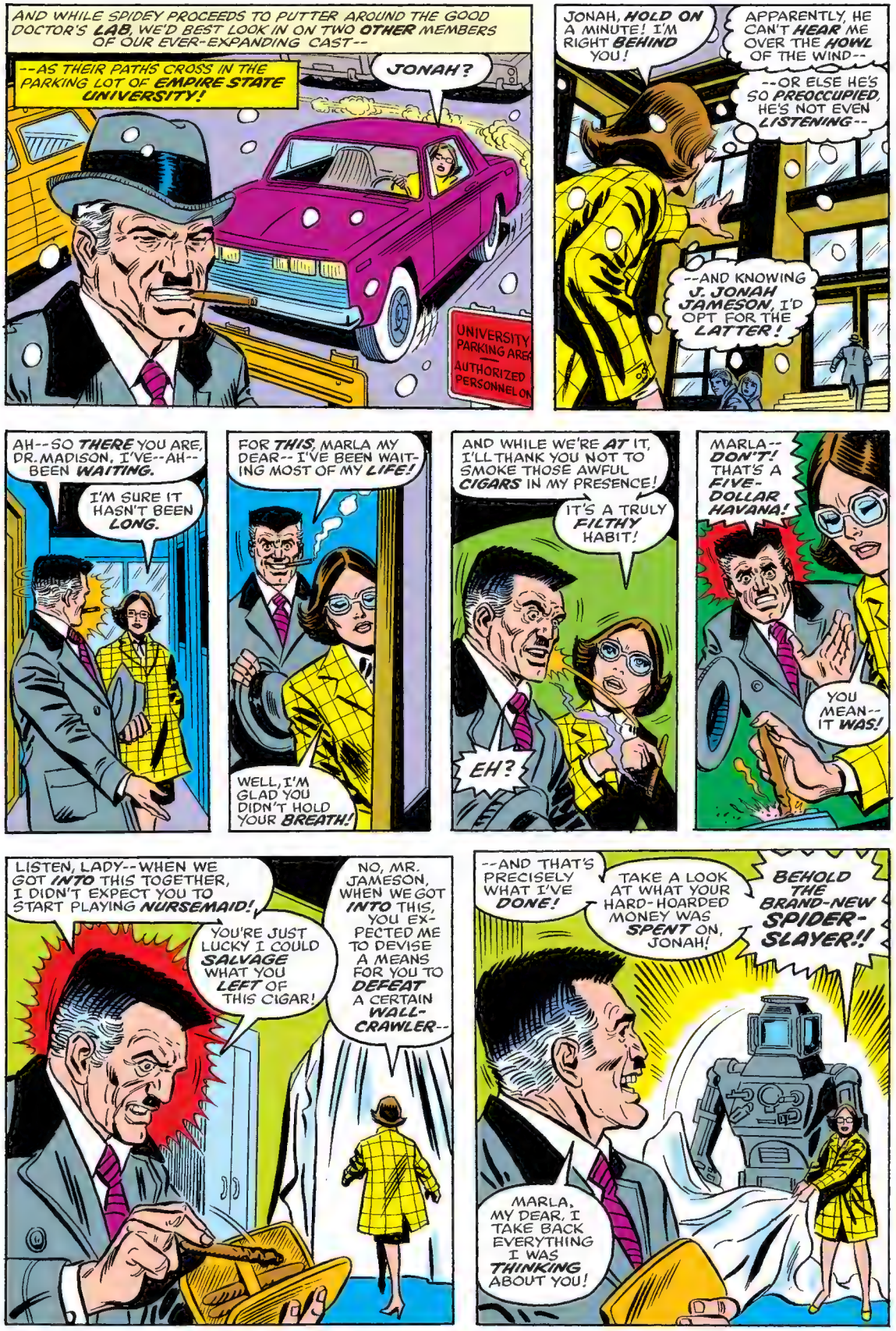
WELL, FIRST WE'RE GOING TO SET YOUR TREE UP WHERE IT BELONGS...
...AND THEN YOU'RE GOING TO CALM DOWN A BIT...
...AND THEN YOU'RE GOING TO TELL ME ALL ABOUT IT.

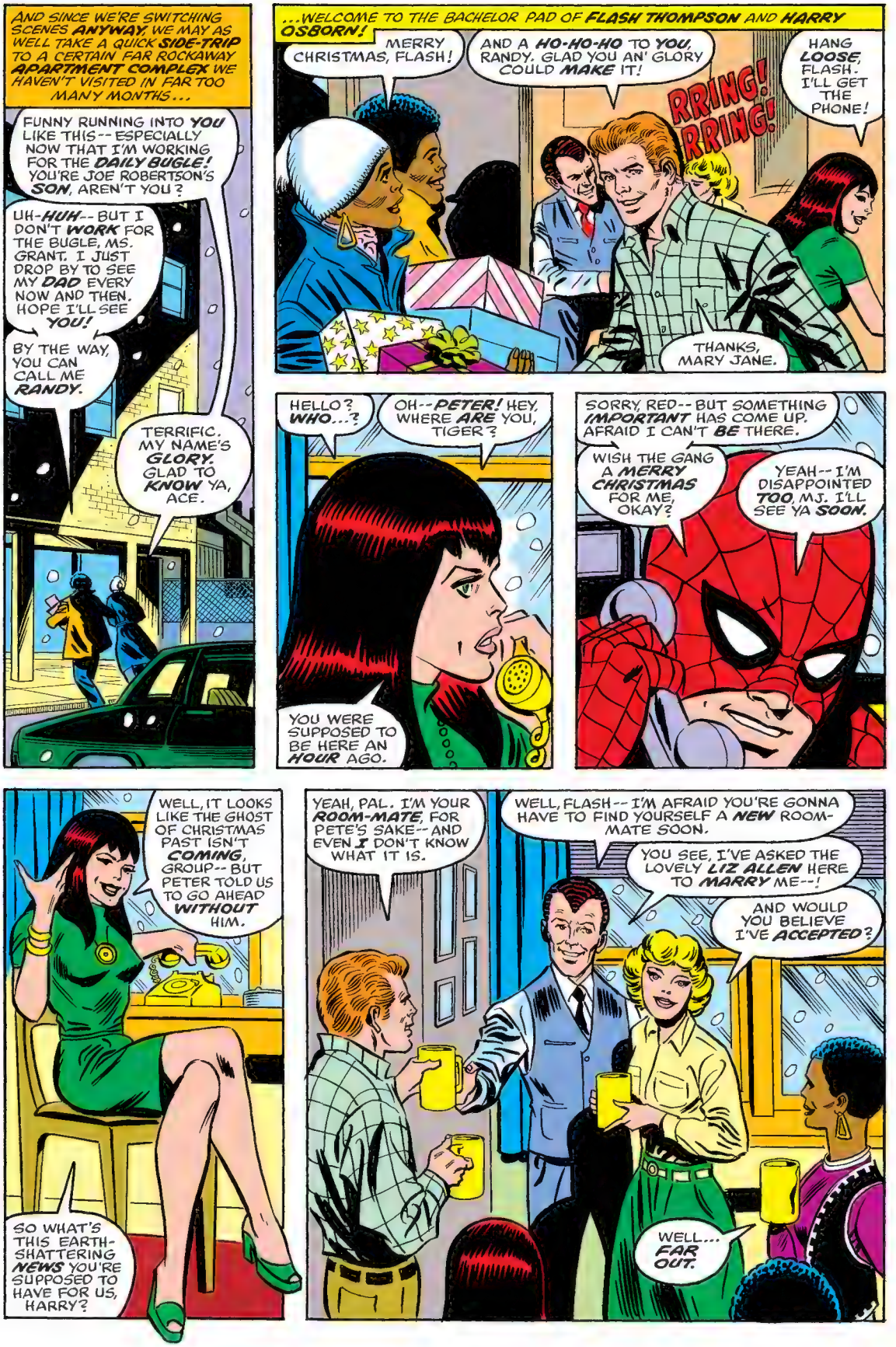
IT'S STEGRON--! THIS IS ALL HIS FAULT!
IF ONLY HE HADN'T COME BACK HERE... IF ONLY WE HADN'T BEEN HOME...
HEY-- EASY NOW, MRS. C. LET'S JUST TAKE THIS A STEP AT A TIME.

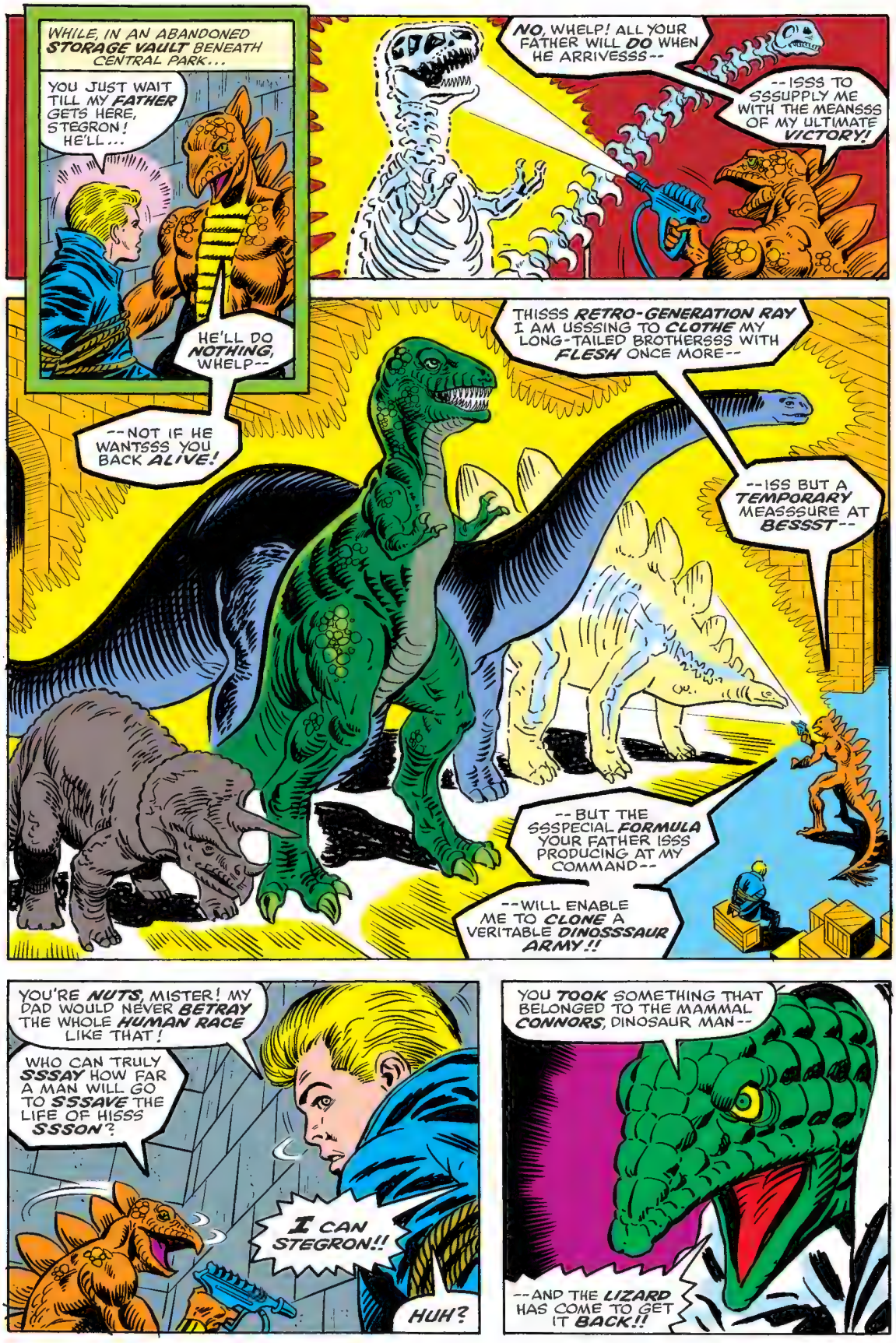

YES...OF COURSE... FORGIVE ME. I'LL DO MY BEST.
WE...WE HAD JUST RETURNED FROM CHRISTMAS SHOPPING, BILLY AND I, WHEN THERE WAS THIS KNOCK AT THE DOOR.
THIS MONSTROUS CREATURE--THIS STEGRON--CAME BURSTING INTO THE ROOM, TOSSED CURTIS AND ME ASIDE--AND THEN KIDNAPPED OUR SON!
PUT ME DOWN, YOU BIG CREEP!
NOT UNTIL YOUR FATHER HASSS DONE ASSS I HAVE COMMANDED HIM, WHELP!
"THE DINOSAUR MAN THREATENED TO KILL BILLY UNLESS CURTIS AGREED TO FINISH SOME SORT OF EXPERIMENT FOR HIM WITHIN 48 HOURS!
"THERE WAS NOTHING FOR CURTIS TO DO BUT OBEY! HE LOCKED HIMSELF AWAY IN HIS LAB--DID THE BEST THAT HE COULD...
"...BUT THE EFFORT--THE UNIMAGINABLE STRAIN--WERE JUST TOO MUCH FOR HIM TO ENDURE!
"SOMEHOW, THAT TERRIBLE CHEMICAL REACTION WAS TRIGGERED WITHIN HIM ONCE MORE--AND MY DARLING HUSBAND BECAME THE DREADFUL LIZARD!"*
*ALL OF WHICH SHOULD SERVE AS A REASONABLE SUMMATION OF LAST ISSUE'S DOINGS. --LEN.

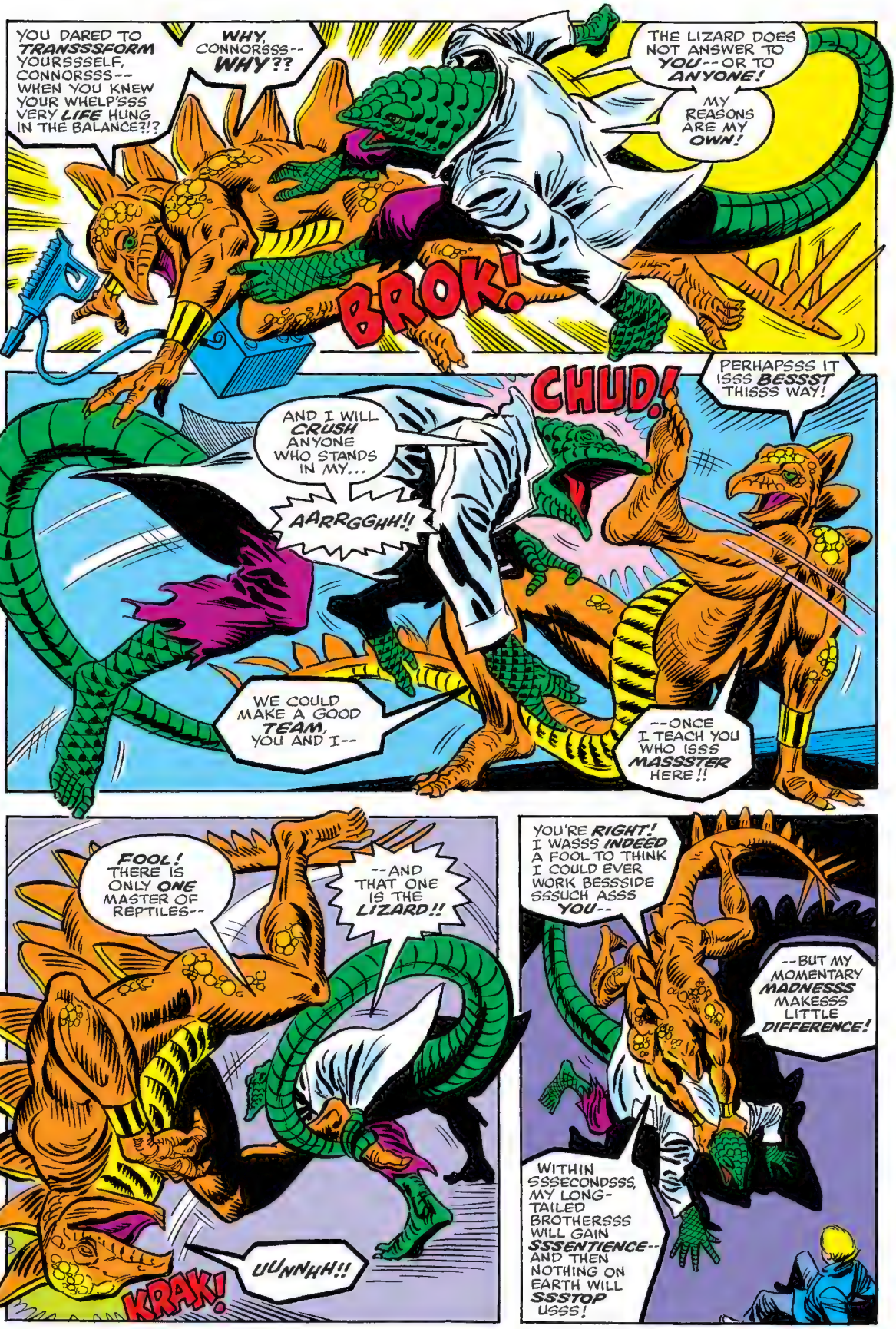

IT'S ALL SO INSANE, SPIDER-MAN-- TWO MONSTERS WHO WERE ONCE MEN PURSUING ONE ANOTHER ACROSS THE CITY--
--WITH MY POOR BILLY CAUGHT RIGHT IN THE MIDDLE!
DEAR LORD, WHAT'S GOING TO HAPPEN TO MY SON?
ABSOLUTELY NOTHING, MRS. CONNORS--I PROMISE YOU THAT!

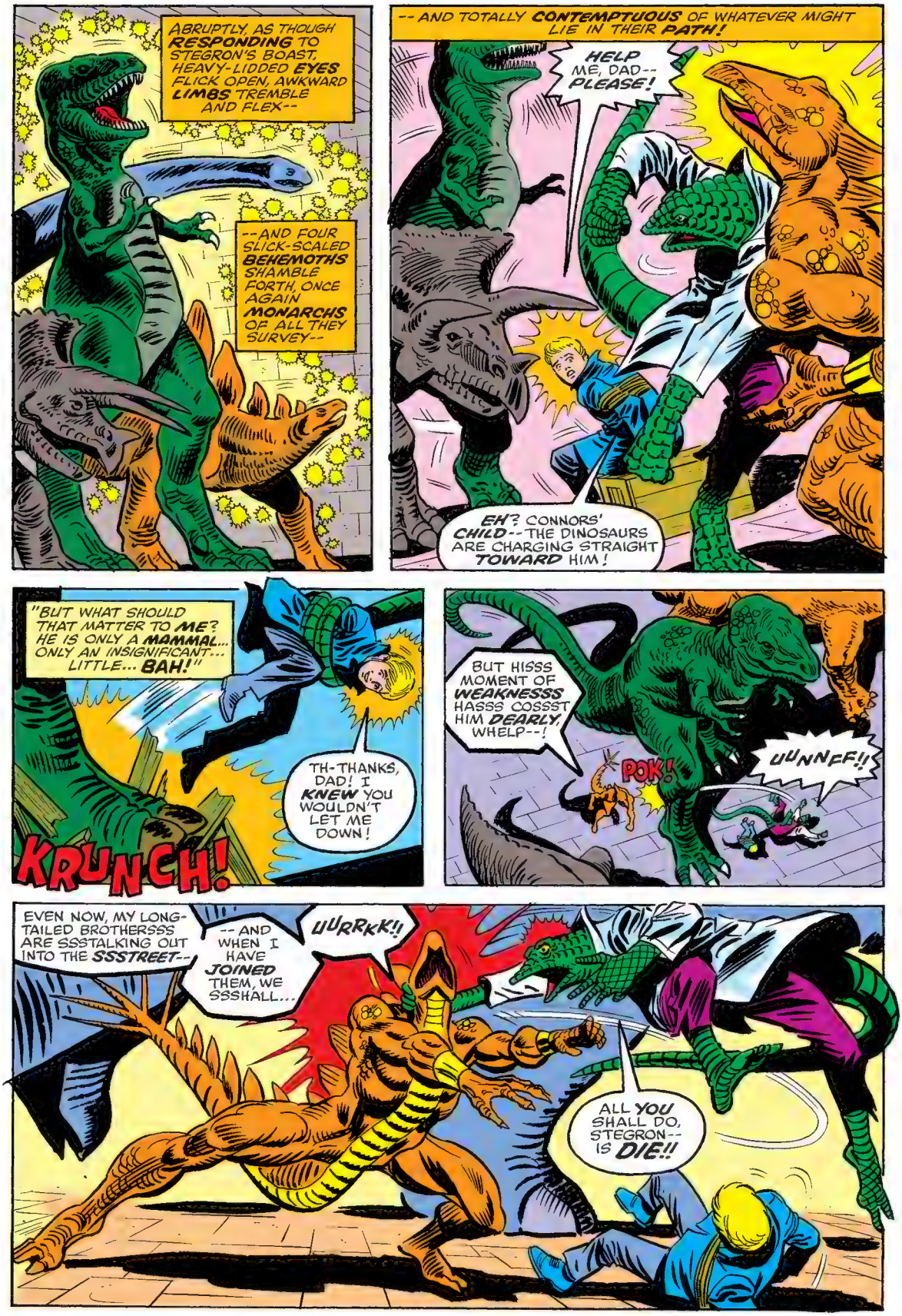

I'LL GET YOUR BOY--AND YOUR HUSBAND--BACK TO YOU SAFE AND SOUND!
I OWE DOC CONNORS THAT MUCH--AND A WHOLE LOT MORE!

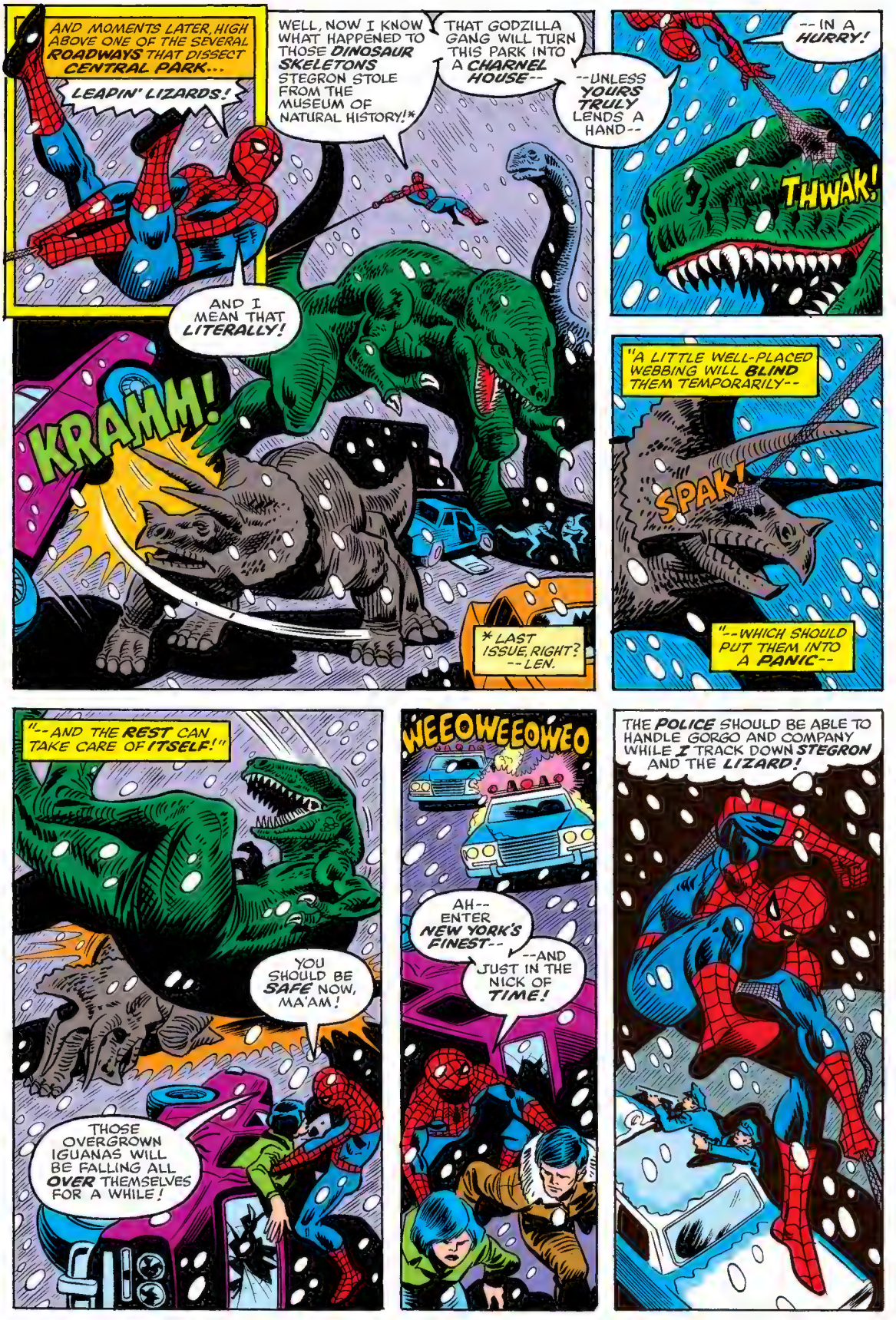

AND WHILE SPIDEY PROCEEDS TO PUTTER AROUND THE GOOD DOCTOR'S LAB, WE'D BEST LOOK IN ON TWO OTHER MEMBERS OF OUR EVER-EXPANDING CAST--
--AS THEIR PATHS CROSS IN THE PARKING LOT OF EMPIRE STATE UNIVERSITY!
JONAH?
UNIVERSITY PARKING AREA
AUTHORIZED PERSONNEL ON
JONAH, HOLD ON A MINUTE! I'M RIGHT BEHIND YOU!
APPARENTLY, HE CAN'T HEAR ME OVER THE HOWL OF THE WIND--
--OR ELSE HE'S SO PREOCCUPIED, HE'S NOT EVEN LISTENING--
--AND KNOWING J. JONAH JAMESON, I'D OPT FOR THE LATTER!
AH--SO THERE YOU ARE, DR. MADISON, I'VE--AH--BEEN WAITING.
I'M SURE IT HASN'T BEEN LONG.
FOR THIS, MARLA MY DEAR-- I'VE BEEN WAITING MOST OF MY LIFE!
WELL, I'M GLAD YOU DIDN'T HOLD YOUR BREATH!
AND WHILE WE'RE AT IT, I'LL THANK YOU NOT TO SMOKE THOSE AWFUL CIGARS IN MY PRESENCE!
IT'S A TRULY FILTHY HABIT!
EH?
MARLA-- DON'T! THAT'S A FIVE-DOLLAR HAVANA!
YOU MEAN-- IT WAS!
LISTEN, LADY--WHEN WE GOT INTO THIS TOGETHER, I DIDN'T EXPECT YOU TO START PLAYING NURSEMAID!
YOU'RE JUST LUCKY I COULD SALVAGE WHAT YOU LEFT OF THIS CIGAR!
NO, MR. JAMESON, WHEN WE GOT INTO THIS, YOU EXPECTED ME TO DEVISE A MEANS FOR YOU TO DEFEAT A CERTAIN WALL-CRAWLER--
--AND THAT'S PRECISELY WHAT I'VE DONE!
TAKE A LOOK AT WHAT YOUR HARD-HOARDED MONEY WAS SPENT ON, JONAH!
BEHOLD THE BRAND-NEW SPIDER-SLAYER!!
MARLA, MY DEAR, I TAKE BACK EVERYTHING I WAS THINKING ABOUT YOU!

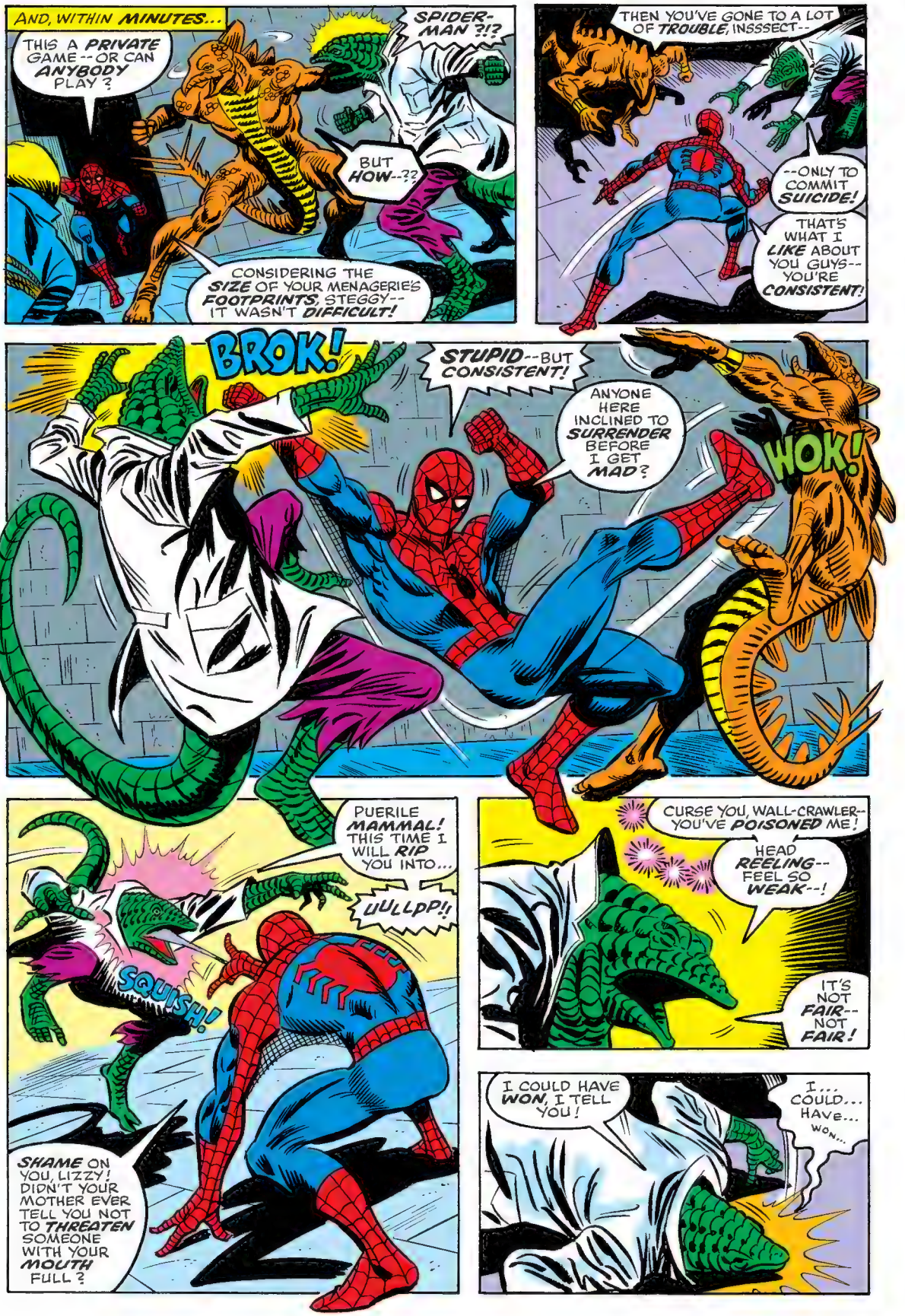

AND SINCE WE'RE SWITCHING SCENES ANYWAY, WE MAY AS WELL TAKE A QUICK SIDE-TRIP TO A CERTAIN FAR ROCKAWAY APARTMENT COMPLEX WE HAVEN'T VISITED IN FAR TOO MANY MONTHS...
FUNNY RUNNING INTO YOU LIKE THIS-- ESPECIALLY NOW THAT I'M WORKING FOR THE DAILY BUGLE! YOU'RE JOE ROBERTSON'S SON, AREN'T YOU?
UH-HUH-- BUT I DON'T WORK FOR THE BUGLE, MS. GRANT. I JUST DROP BY TO SEE MY DAD EVERY NOW AND THEN. HOPE I'LL SEE YOU!
BY THE WAY, YOU CAN CALL ME RANDY.
TERRIFIC. MY NAME'S GLORY. GLAD TO KNOW YA, ACE.
...WELCOME TO THE BACHELOR PAD OF FLASH THOMPSON AND HARRY OSBORN!
MERRY CHRISTMAS, FLASH!
AND A HO-HO-HO TO YOU, RANDY. GLAD YOU AN' GLORY COULD MAKE IT!
RRING! RRING!
HANG LOOSE, FLASH. I'LL GET THE PHONE!
THANKS, MARY JANE.
HELLO? WHO...?
OH--PETER! HEY, WHERE ARE YOU, TIGER?
YOU WERE SUPPOSED TO BE HERE AN HOUR AGO.
SORRY, RED-- BUT SOMETHING IMPORTANT HAS COME UP. AFRAID I CAN'T BE THERE.
WISH THE GANG A MERRY CHRISTMAS FOR ME, OKAY?
YEAH-- I'M DISAPPOINTED TOO, MJ. I'LL SEE YA SOON.
WELL, IT LOOKS LIKE THE GHOST OF CHRISTMAS PAST ISN'T COMING, GROUP-- BUT PETER TOLD US TO GO AHEAD WITHOUT HIM.
SO WHAT'S THIS EARTH-SHATTERING NEWS YOU'RE SUPPOSED TO HAVE FOR US, HARRY?
YEAH, PAL. I'M YOUR ROOM-MATE, FOR PETE'S SAKE-- AND EVEN I DON'T KNOW WHAT IT IS.
WELL, FLASH-- I'M AFRAID YOU'RE GONNA HAVE TO FIND YOURSELF A NEW ROOM-MATE SOON.
YOU SEE, I'VE ASKED THE LOVELY LIZ ALLEN HERE TO MARRY ME--!
AND WOULD YOU BELIEVE I'VE ACCEPTED?
WELL... FAR OUT.

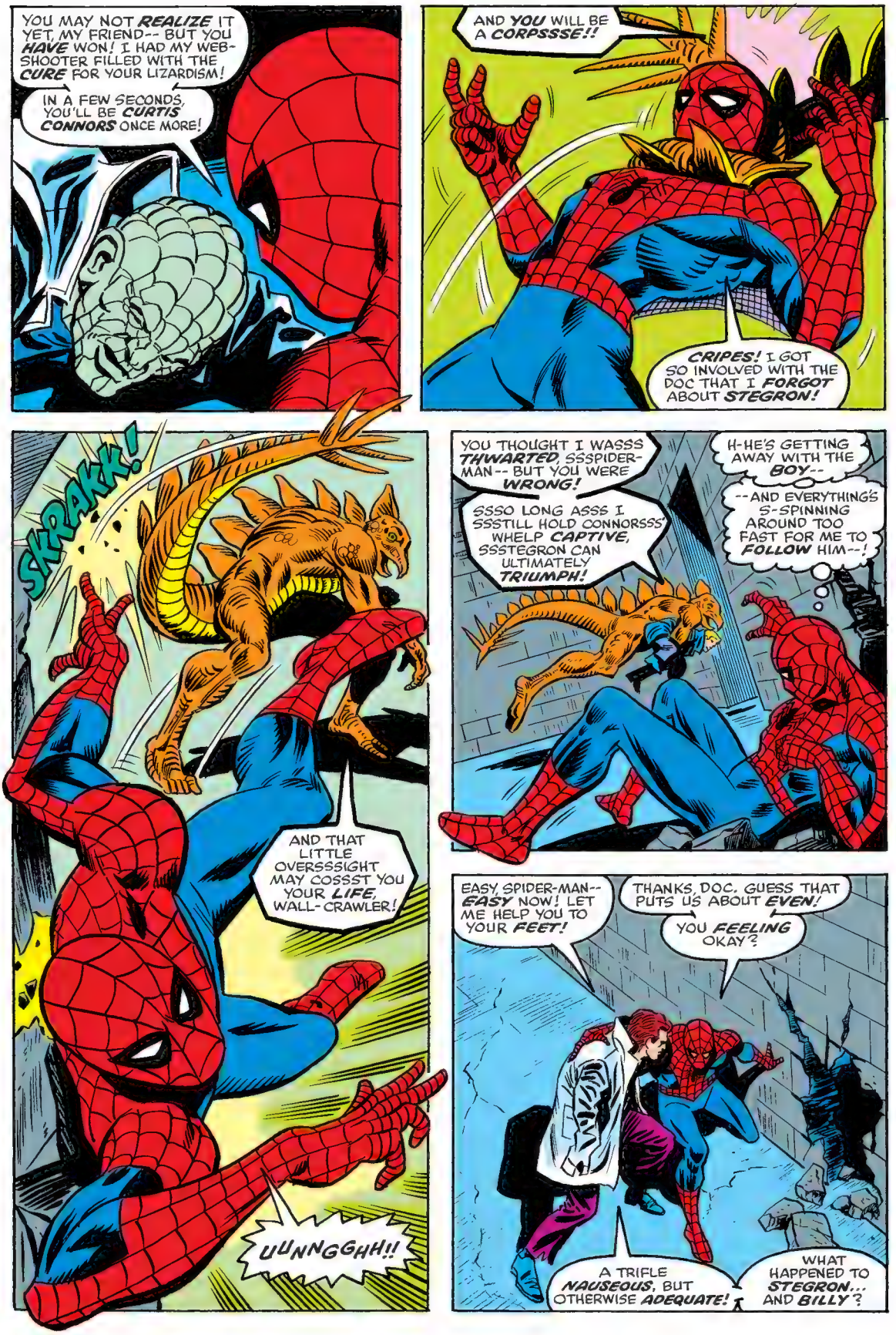

WHILE, IN AN ABANDONED STORAGE VAULT BENEATH CENTRAL PARK...
YOU JUST WAIT TILL MY FATHER GETS HERE, STEGRON! HE'LL...
HE'LL DO NOTHING, WHELP--
--NOT IF HE WANTSSS YOU BACK ALIVE!
NO, WHELP! ALL YOUR FATHER WILL DO WHEN HE ARRIVESSS--
--ISSS TO SSSUPPLY ME WITH THE MEANSSS OF MY ULTIMATE VICTORY!
THISSS RETRO-GENERATION RAY I AM USSSING TO CLOTHE MY LONG-TAILED BROTHERSSS WITH FLESH ONCE MORE--
--ISS BUT A TEMPORARY MEASSSURE AT BESSST--
--BUT THE SSSPECIAL FORMULA YOUR FATHER ISSS PRODUCING AT MY COMMAND--
--WILL ENABLE ME TO CLONE A VERITABLE DINOSSSAUR ARMY!!
YOU'RE NUTS, MISTER! MY DAD WOULD NEVER BETRAY THE WHOLE HUMAN RACE LIKE THAT!
WHO CAN TRULY SSSAY HOW FAR A MAN WILL GO TO SSSAVE THE LIFE OF HISSS SSSON?
I CAN STEGRON!!
HUH?
YOU TOOK SOMETHING THAT BELONGED TO THE MAMMAL CONNORS, DINOSAUR MAN--
--AND THE LIZARD HAS COME TO GET IT BACK!!

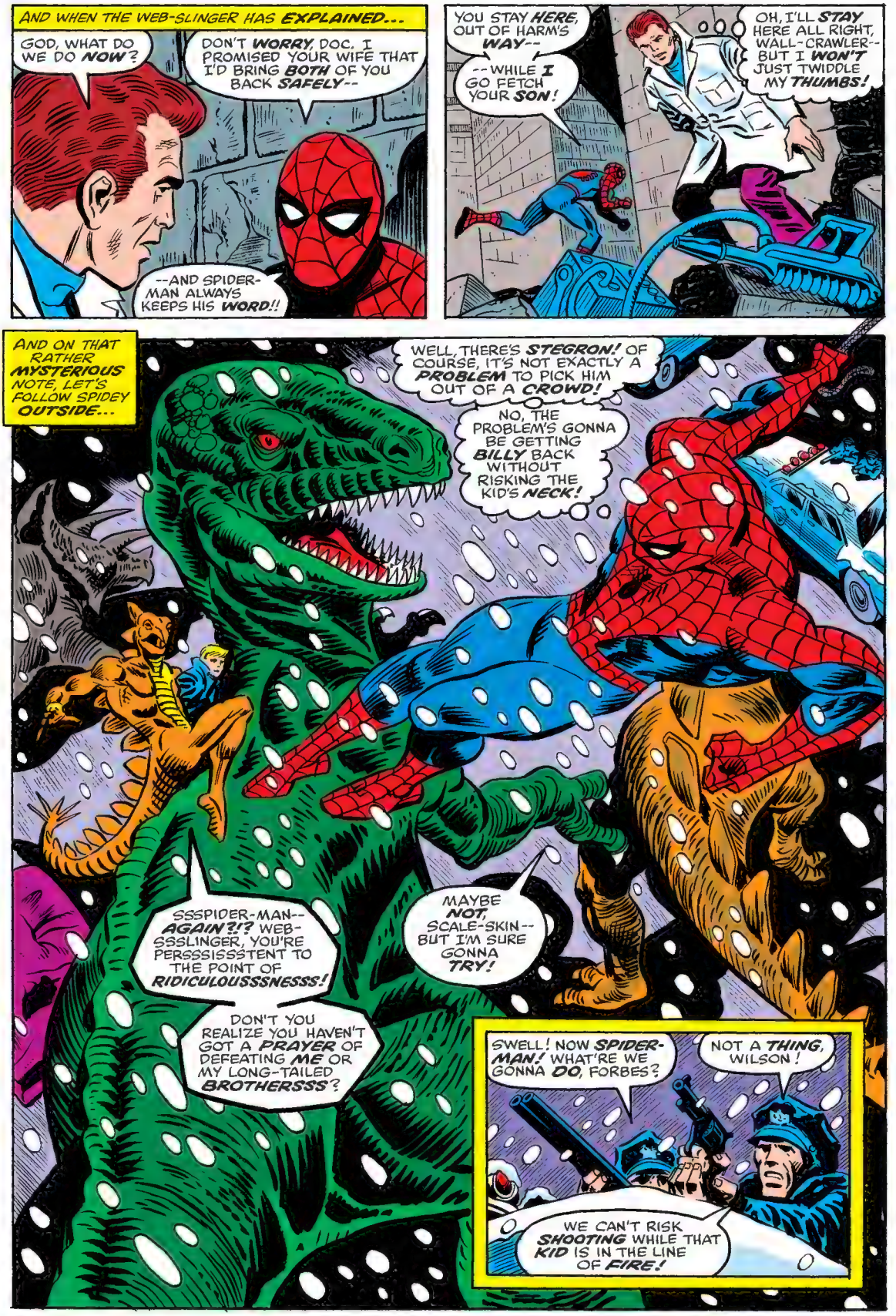

YOU DARED TO TRANSSSFORM YOURSSSELF, CONNORSSS-- WHEN YOU KNEW YOUR WHELP'SSS VERY LIFE HUNG IN THE BALANCE?!?
WHY, CONNORSSS-- WHY??
THE LIZARD DOES NOT ANSWER TO YOU-- OR TO ANYONE!
MY REASONS ARE MY OWN!
BROK!
CHUD!
PERHAPSSS IT ISSS BESSST THISSS WAY!
AND I WILL CRUSH ANYONE WHO STANDS IN MY...
AARRGGHH!!
WE COULD MAKE A GOOD TEAM, YOU AND I--
--ONCE I TEACH YOU WHO ISSS MASSSTER HERE!!
FOOL! THERE IS ONLY ONE MASTER OF REPTILES--
--AND THAT ONE IS THE LIZARD!!
UUNNHH!!
KRAK!
YOU'RE RIGHT! I WASSS INDEED A FOOL TO THINK I COULD EVER WORK BESSSIDE SSSUCH ASSS YOU--
--BUT MY MOMENTARY MADNESSS MAKESSS LITTLE DIFFERENCE!
WITHIN SSSECONDSSS, MY LONG-TAILED BROTHERSSS WILL GAIN SSSENTIENCE-- AND THEN NOTHING ON EARTH WILL SSSTOP USSS!

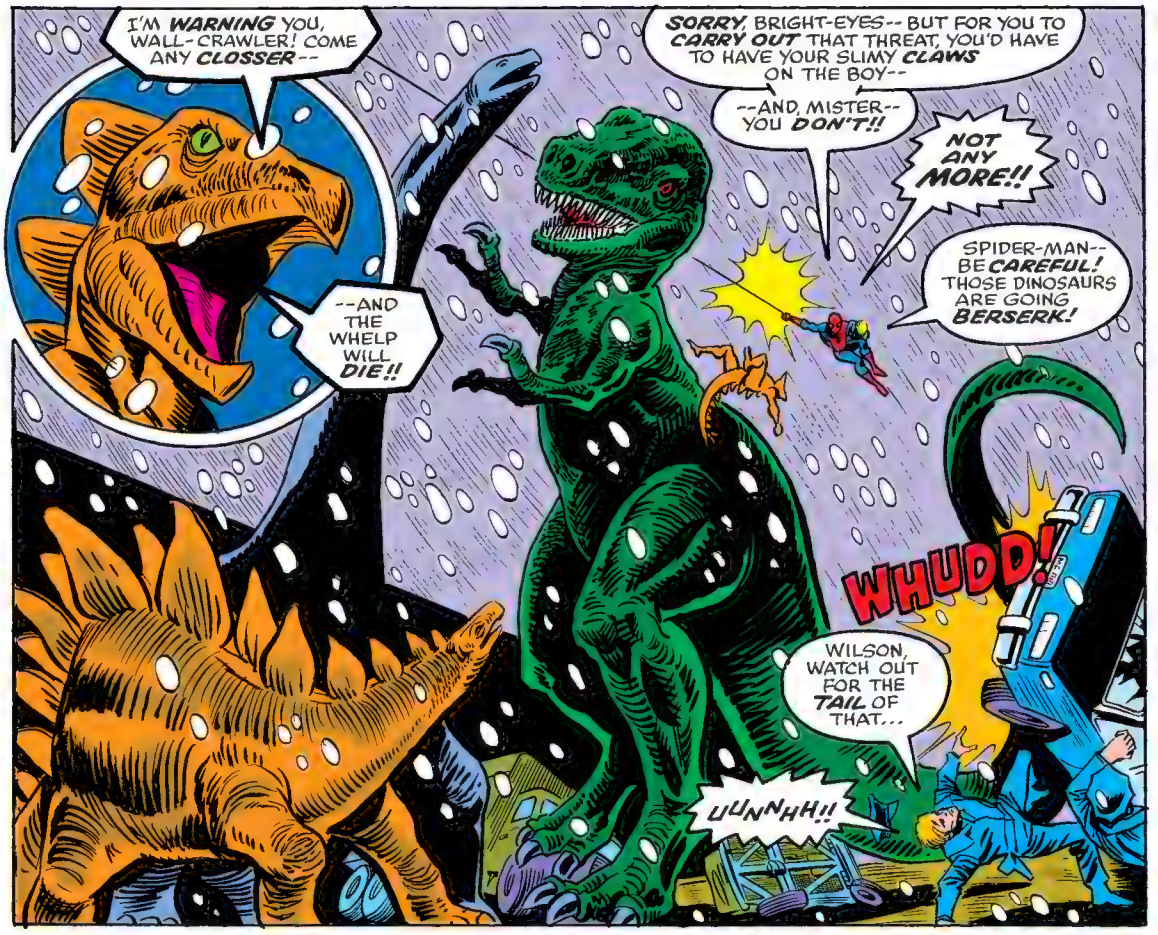

ABRUPTLY, AS THOUGH RESPONDING TO STEGRON'S BOAST, HEAVY-LIDDED EYES FLICK OPEN, AWKWARD LIMBS TREMBLE AND FLEX--
--AND FOUR SLICK-SCALED BEHEMOTHS SHAMBLE FORTH, ONCE AGAIN MONARCHS OF ALL THEY SURVEY--
-- AND TOTALLY CONTEMPTUOUS OF WHATEVER MIGHT LIE IN THEIR PATH!
HELP ME, DAD-- PLEASE!
EH? CONNORS' CHILD-- THE DINOSAURS ARE CHARGING STRAIGHT TOWARD HIM!
"BUT WHAT SHOULD THAT MATTER TO ME? HE IS ONLY A MAMMAL... ONLY AN INSIGNIFICANT... LITTLE... BAH!"
KRUNCH!
TH-THANKS, DAD! I KNEW YOU WOULDN'T LET ME DOWN!
BUT HISSS MOMENT OF WEAKNESSS HASSS COSSST HIM DEARLY, WHELP--!
POK!
UUNNFF!!
EVEN NOW, MY LONG-TAILED BROTHERSSS ARE SSSTALKING OUT INTO THE SSSTREET--
-- AND WHEN I HAVE JOINED THEM, WE SSSHALL...
UURRKK!!
ALL YOU SHALL DO, STEGRON-- IS DIE!!


AND MOMENTS LATER, HIGH ABOVE ONE OF THE SEVERAL ROADWAYS THAT DISSECT CENTRAL PARK...
LEAPIN' LIZARDS!
WELL, NOW I KNOW WHAT HAPPENED TO THOSE DINOSAUR SKELETONS STEGRON STOLE FROM THE MUSEUM OF NATURAL HISTORY!*
THAT GODZILLA GANG WILL TURN THIS PARK INTO A CHARNEL HOUSE--
--UNLESS YOURS TRULY LENDS A HAND--
AND I MEAN THAT LITERALLY!
KRAMM!
* LAST ISSUE, RIGHT? --LEN.
--IN A HURRY!
THWAK!
"A LITTLE WELL-PLACED WEBBING WILL BLIND THEM TEMPORARILY--
SPAK!
"--WHICH SHOULD PUT THEM INTO A PANIC--
"--AND THE REST CAN TAKE CARE OF ITSELF!"
YOU SHOULD BE SAFE NOW, MA'AM!
THOSE OVERGROWN IGUANAS WILL BE FALLING ALL OVER THEMSELVES FOR A WHILE!
WEEOWEEOWEO
AH-- ENTER NEW YORK'S FINEST--
--AND JUST IN THE NICK OF TIME!
THE POLICE SHOULD BE ABLE TO HANDLE GORGO AND COMPANY WHILE I TRACK DOWN STEGRON AND THE LIZARD!


AND, WITHIN MINUTES...
THIS A PRIVATE GAME--OR CAN ANYBODY PLAY?
SPIDER-MAN?!?
BUT HOW--??
CONSIDERING THE SIZE OF YOUR MENAGERIE'S FOOTPRINTS, STEGGY--IT WASN'T DIFFICULT!
THEN YOU'VE GONE TO A LOT OF TROUBLE, INSSSECT--
--ONLY TO COMMIT SUICIDE!
THAT'S WHAT I LIKE ABOUT YOU GUYS--YOU'RE CONSISTENT!
BROK!
STUPID--BUT CONSISTENT!
ANYONE HERE INCLINED TO SURRENDER BEFORE I GET MAD?
WOK!
PUERILE MAMMAL! THIS TIME I WILL RIP YOU INTO...
UULLPP!!
SQUISH!
SHAME ON YOU, LIZZY! DIDN'T YOUR MOTHER EVER TELL YOU NOT TO THREATEN SOMEONE WITH YOUR MOUTH FULL?
CURSE YOU, WALL-CRAWLER--YOU'VE POISONED ME!
HEAD REELING--FEEL SO WEAK--!
IT'S NOT FAIR--NOT FAIR!
I COULD HAVE WON, I TELL YOU!
I... COULD... HAVE... WON...

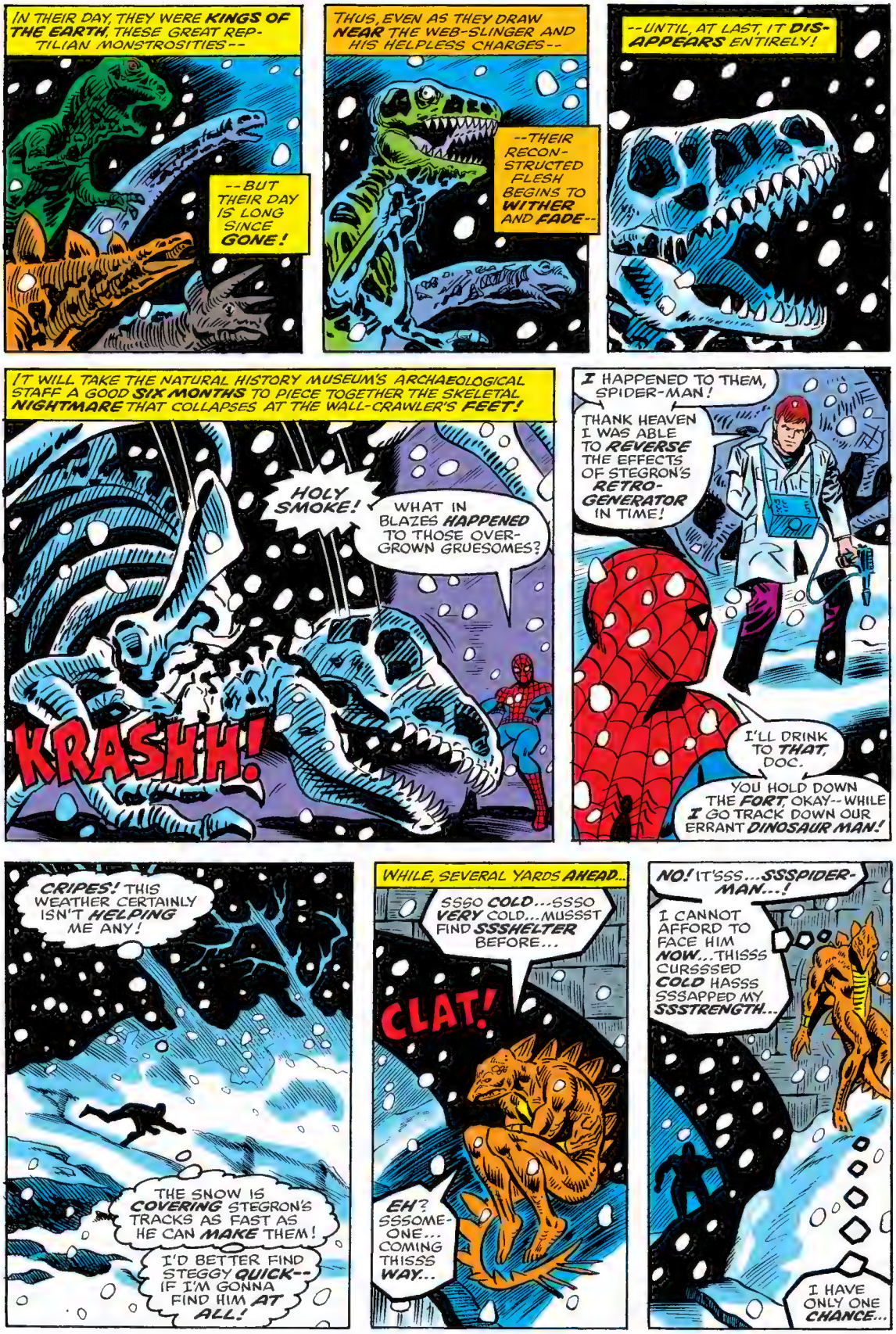

YOU MAY NOT REALIZE IT YET, MY FRIEND-- BUT YOU HAVE WON! I HAD MY WEB-SHOOTER FILLED WITH THE CURE FOR YOUR LIZARDISM!
IN A FEW SECONDS, YOU'LL BE CURTIS CONNORS ONCE MORE!
AND YOU WILL BE A CORPSSSE!!
CRIPES! I GOT SO INVOLVED WITH THE DOC THAT I FORGOT ABOUT STEGRON!
SKRAKK!
AND THAT LITTLE OVERSSSIGHT MAY COSSST YOU YOUR LIFE, WALL-CRAWLER!
UUNNGGHH!!
YOU THOUGHT I WASSS THWARTED, SSSPIDER-MAN-- BUT YOU WERE WRONG!
SSSO LONG ASSS I SSSTILL HOLD CONNORSSS' WHELP CAPTIVE, SSSTEGRON CAN ULTIMATELY TRIUMPH!
H-HE'S GETTING AWAY WITH THE BOY--
--AND EVERYTHING'S S-SPINNING AROUND TOO FAST FOR ME TO FOLLOW HIM--!
EASY, SPIDER-MAN-- EASY NOW! LET ME HELP YOU TO YOUR FEET!
THANKS, DOC. GUESS THAT PUTS US ABOUT EVEN!
YOU FEELING OKAY?
A TRIFLE NAUSEOUS, BUT OTHERWISE ADEQUATE!
WHAT HAPPENED TO STEGRON... AND BILLY?

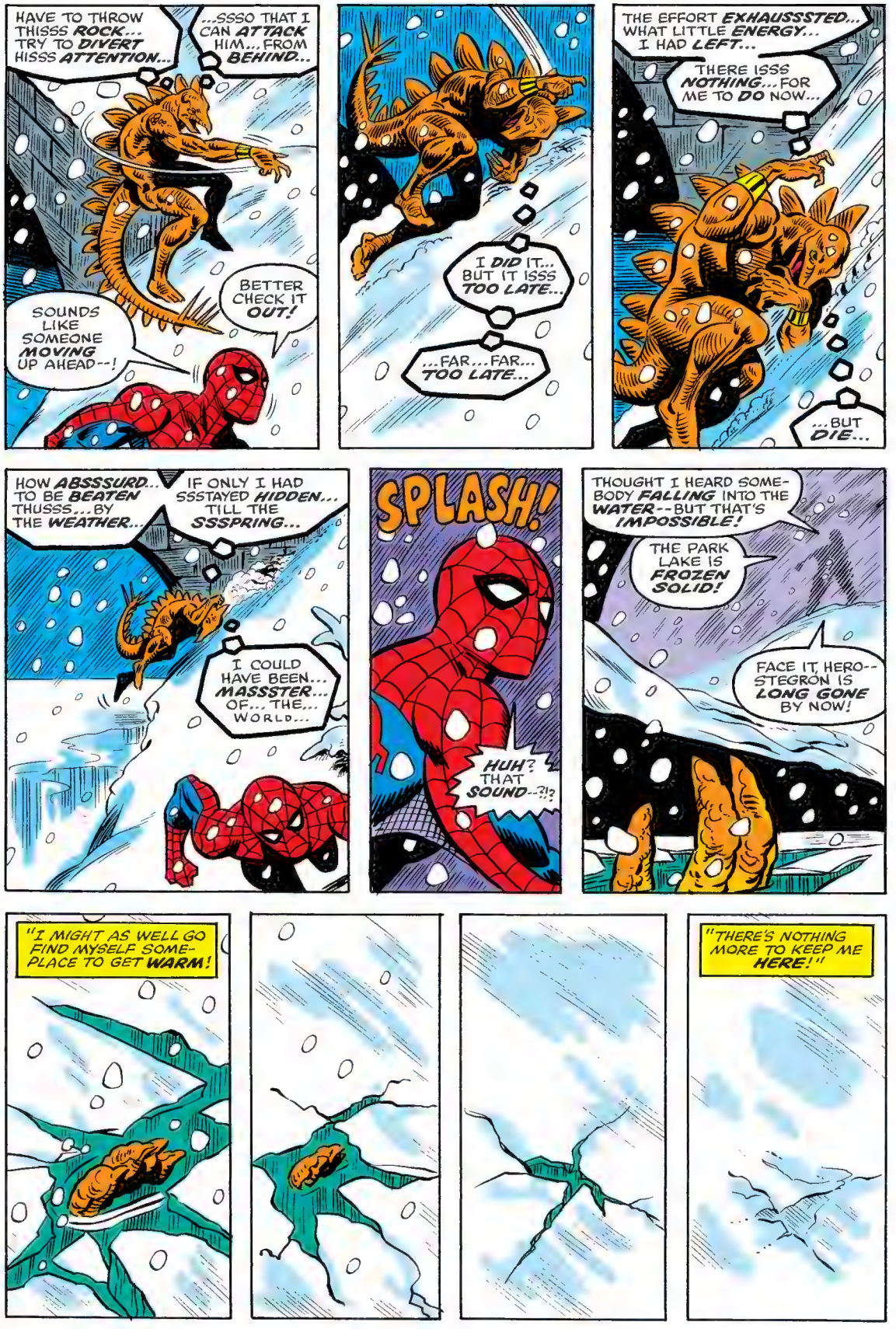

AND WHEN THE WEB-SLINGER HAS EXPLAINED...
GOD, WHAT DO WE DO NOW?
DON'T WORRY, DOC. I PROMISED YOUR WIFE THAT I'D BRING BOTH OF YOU BACK SAFELY--
--AND SPIDER-MAN ALWAYS KEEPS HIS WORD!!
YOU STAY HERE, OUT OF HARM'S WAY--
--WHILE I GO FETCH YOUR SON!
OH, I'LL STAY HERE ALL RIGHT, WALL-CRAWLER-- BUT I WON'T JUST TWIDDLE MY THUMBS!
AND ON THAT RATHER MYSTERIOUS NOTE, LET'S FOLLOW SPIDEY OUTSIDE...
WELL, THERE'S STEGRON! OF COURSE, IT'S NOT EXACTLY A PROBLEM TO PICK HIM OUT OF A CROWD!
NO, THE PROBLEM'S GONNA BE GETTING BILLY BACK WITHOUT RISKING THE KID'S NECK!
SSSPIDER-MAN-- AGAIN?!? WEB-SSSLINGER, YOU'RE PERSSSISSSTENT TO THE POINT OF RIDICULOUSSSNESSS!
DON'T YOU REALIZE YOU HAVEN'T GOT A PRAYER OF DEFEATING ME OR MY LONG-TAILED BROTHERSSS?
MAYBE NOT, SCALE-SKIN-- BUT I'M SURE GONNA TRY!
SWELL! NOW SPIDER-MAN! WHAT'RE WE GONNA DO, FORBES?
NOT A THING, WILSON!
WE CAN'T RISK SHOOTING WHILE THAT KID IS IN THE LINE OF FIRE!

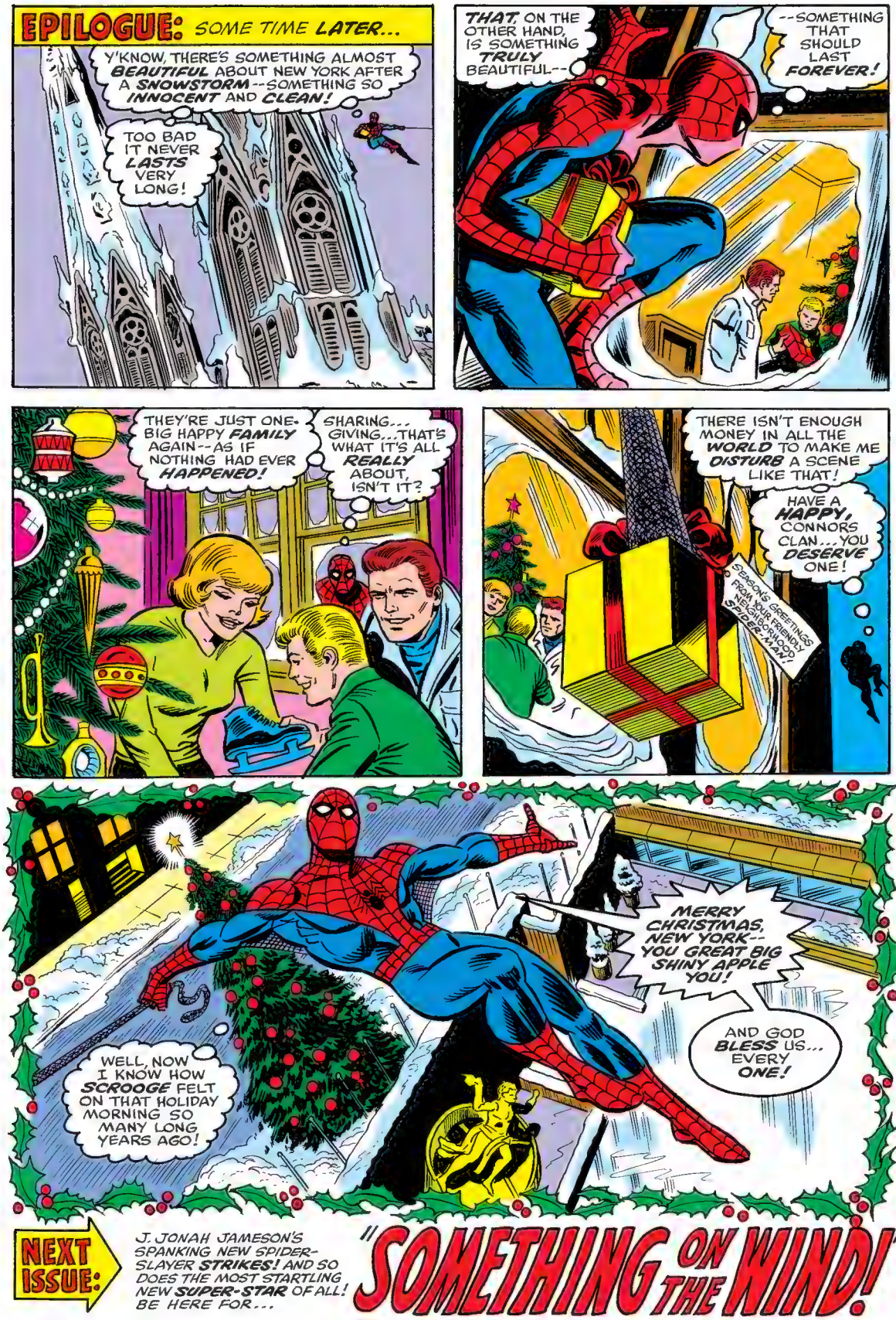

I'M WARNING YOU, WALL-CRAWLER! COME ANY CLOSSER--
--AND THE WHELP WILL DIE!!
SORRY, BRIGHT-EYES-- BUT FOR YOU TO CARRY OUT THAT THREAT, YOU'D HAVE TO HAVE YOUR SLIMY CLAWS ON THE BOY--
--AND, MISTER-- YOU DON'T!!
NOT ANY MORE!!
SPIDER-MAN-- BE CAREFUL! THOSE DINOSAURS ARE GOING BERSERK!
WHUDD!
WILSON, WATCH OUT FOR THE TAIL OF THAT...
UUNNHH!!

THANK HEAVENS-- THOSE TWO COPS ARE STILL BREATHING!
I'VE GOT TO GET THEM OUT OF HERE BEFORE THEY GET STEPPED ON--
--AND THAT'S NOT GONNA BE EASY!
I'VE GOT THREE OF YOU TO CARRY NOW, BILLY-- AND ONLY TWO HANDS TO DO IT WITH!

YOU'D BETTER RUN FOR IT, BILLY-- WHILE I TRY TO HOLD OFF THE GODZILLA GANG!
NO! I'M NOT LEAVING HERE WITH-OUT YOU, SPIDEY!
SWELL! THEN IT LOOKS LIKE WE'RE ALL GOING TO GET SQUASHED!


IN THEIR DAY, THEY WERE KINGS OF THE EARTH, THESE GREAT REPTILIAN MONSTROSITIES--
--BUT THEIR DAY IS LONG SINCE GONE!
THUS, EVEN AS THEY DRAW NEAR THE WEB-SLINGER AND HIS HELPLESS CHARGES--
--THEIR RECONSTRUCTED FLESH BEGINS TO WITHER AND FADE--
--UNTIL, AT LAST, IT DISAPPEARS ENTIRELY!
IT WILL TAKE THE NATURAL HISTORY MUSEUM'S ARCHAEOLOGICAL STAFF A GOOD SIX MONTHS TO PIECE TOGETHER THE SKELETAL NIGHTMARE THAT COLLAPSES AT THE WALL-CRAWLER'S FEET!
HOLY SMOKE!
WHAT IN BLAZES HAPPENED TO THOSE OVERGROWN GRUESOMES?
KRASHH!
I HAPPENED TO THEM, SPIDER-MAN!
THANK HEAVEN I WAS ABLE TO REVERSE THE EFFECTS OF STEGRON'S RETRO-GENERATOR IN TIME!
I'LL DRINK TO THAT, DOC.
YOU HOLD DOWN THE FORT, OKAY--WHILE I GO TRACK DOWN OUR ERRANT DINOSAUR MAN!
CRIPES! THIS WEATHER CERTAINLY ISN'T HELPING ME ANY!
THE SNOW IS COVERING STEGRON'S TRACKS AS FAST AS HE CAN MAKE THEM!
I'D BETTER FIND STEGGY QUICK--IF I'M GONNA FIND HIM AT ALL!
WHILE, SEVERAL YARDS AHEAD...
SSSO COLD...SSSO VERY COLD...MUSSST FIND SSSHELTER BEFORE...
CLAT!
EH? SSSOMEONE... COMING THISSS WAY...
NO! IT'SSS...SSSPIDER-MAN...!
I CANNOT AFFORD TO FACE HIM NOW...THISSS CURSSSED COLD HASSS SSSAPPED MY SSSTRENGTH...
I HAVE ONLY ONE CHANCE...


HAVE TO THROW THISSS ROCK... TRY TO DIVERT HISSS ATTENTION...
...SSSO THAT I CAN ATTACK HIM... FROM BEHIND...
BETTER CHECK IT OUT!
SOUNDS LIKE SOMEONE MOVING UP AHEAD--!
I DID IT... BUT IT ISSS TOO LATE...
...FAR...FAR... TOO LATE...
THE EFFORT EXHAUSSSTED... WHAT LITTLE ENERGY... I HAD LEFT...
THERE ISSS NOTHING... FOR ME TO DO NOW...
...BUT DIE...
HOW ABSSSURD... TO BE BEATEN THUSSS... BY THE WEATHER...
IF ONLY I HAD SSSTAYED HIDDEN... TILL THE SSSPRING...
I COULD HAVE BEEN... MASSSTER... OF... THE... WORLD...
SPLASH!
HUH? THAT SOUND--?!?
THOUGHT I HEARD SOMEBODY FALLING INTO THE WATER--BUT THAT'S IMPOSSIBLE!
THE PARK LAKE IS FROZEN SOLID!
FACE IT, HERO-- STEGRON IS LONG GONE BY NOW!
"I MIGHT AS WELL GO FIND MYSELF SOMEPLACE TO GET WARM!
"THERE'S NOTHING MORE TO KEEP ME HERE!"


EPILOGUE: SOME TIME LATER...
Y'KNOW, THERE'S SOMETHING ALMOST BEAUTIFUL ABOUT NEW YORK AFTER A SNOWSTORM--SOMETHING SO INNOCENT AND CLEAN!
TOO BAD IT NEVER LASTS VERY LONG!
THAT, ON THE OTHER HAND, IS SOMETHING TRULY BEAUTIFUL--
--SOMETHING THAT SHOULD LAST FOREVER!
THEY'RE JUST ONE-BIG HAPPY FAMILY AGAIN--AS IF NOTHING HAD EVER HAPPENED!
SHARING... GIVING... THAT'S WHAT IT'S ALL REALLY ABOUT, ISN'T IT?
THERE ISN'T ENOUGH MONEY IN ALL THE WORLD TO MAKE ME DISTURB A SCENE LIKE THAT!
HAVE A HAPPY, CONNORS CLAN... YOU DESERVE ONE!
SEASON'S GREETINGS FROM YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!
MERRY CHRISTMAS, NEW YORK--YOU GREAT BIG SHINY APPLE YOU!
AND GOD BLESS US... EVERY ONE!
WELL, NOW I KNOW HOW SCROOGE FELT ON THAT HOLIDAY MORNING SO MANY LONG YEARS AGO!
NEXT ISSUE:
J. JONAH JAMESON'S SPANKING NEW SPIDER-SLAYER STRIKES! AND SO DOES THE MOST STARTLING NEW SUPER-STAR OF ALL! BE HERE FOR...
"SOMETHING ON THE WIND!"

SPIDER-MAN
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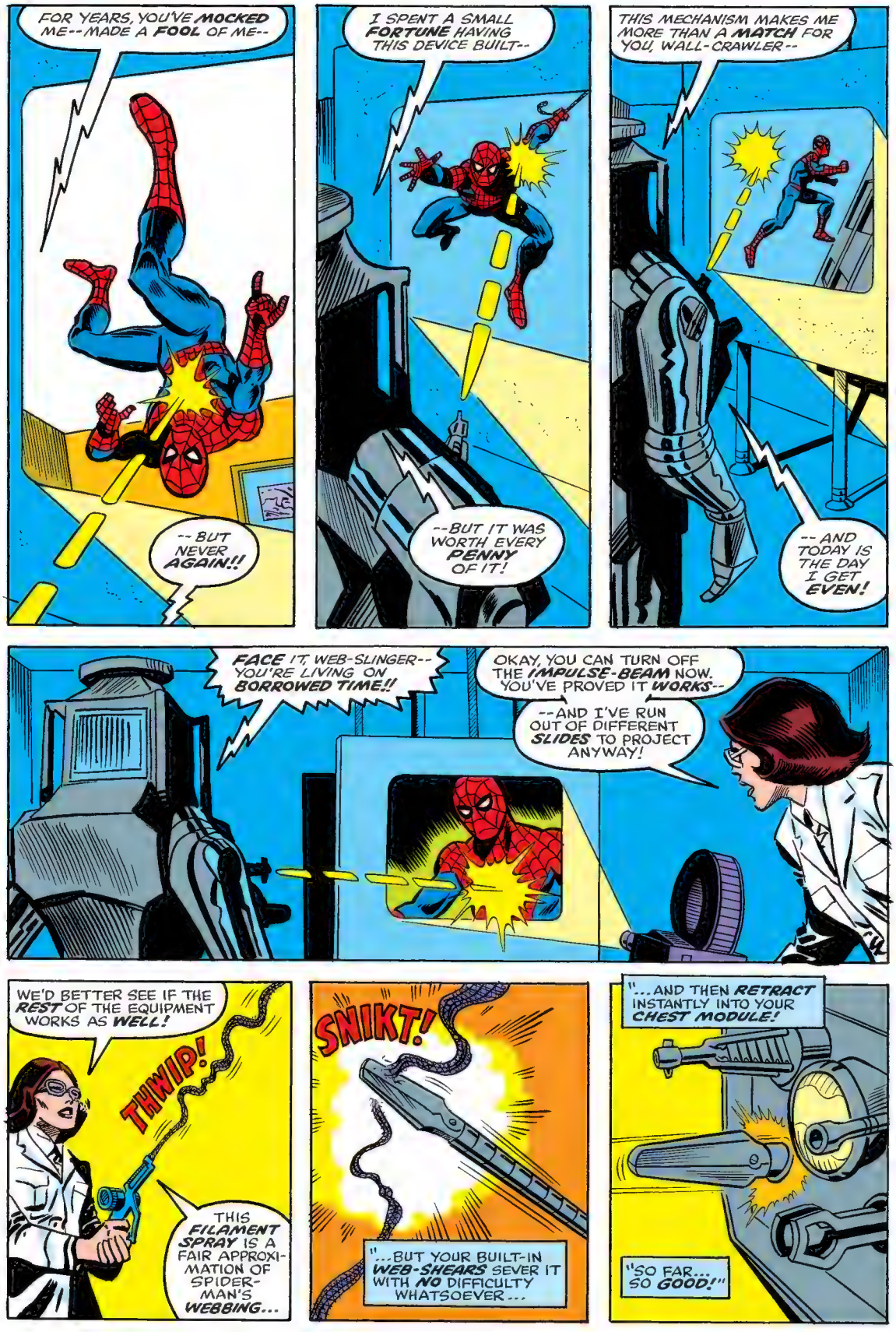
the AMAZING SPIDER-MAN®
© 1977 MARVEL COMICS GROUP
CAUGHT BETWEEN THE MURDEROUS MIGHT OF THE SPIDER-SLAYER!!
--AND THE STARTLING POWER OF MARVEL'S MOST SHOCKING NEW SUPER-STAR!
ROMITA
LOOKS LIKE IT'S GONNA BE ONE OF THOSE DAYS!!

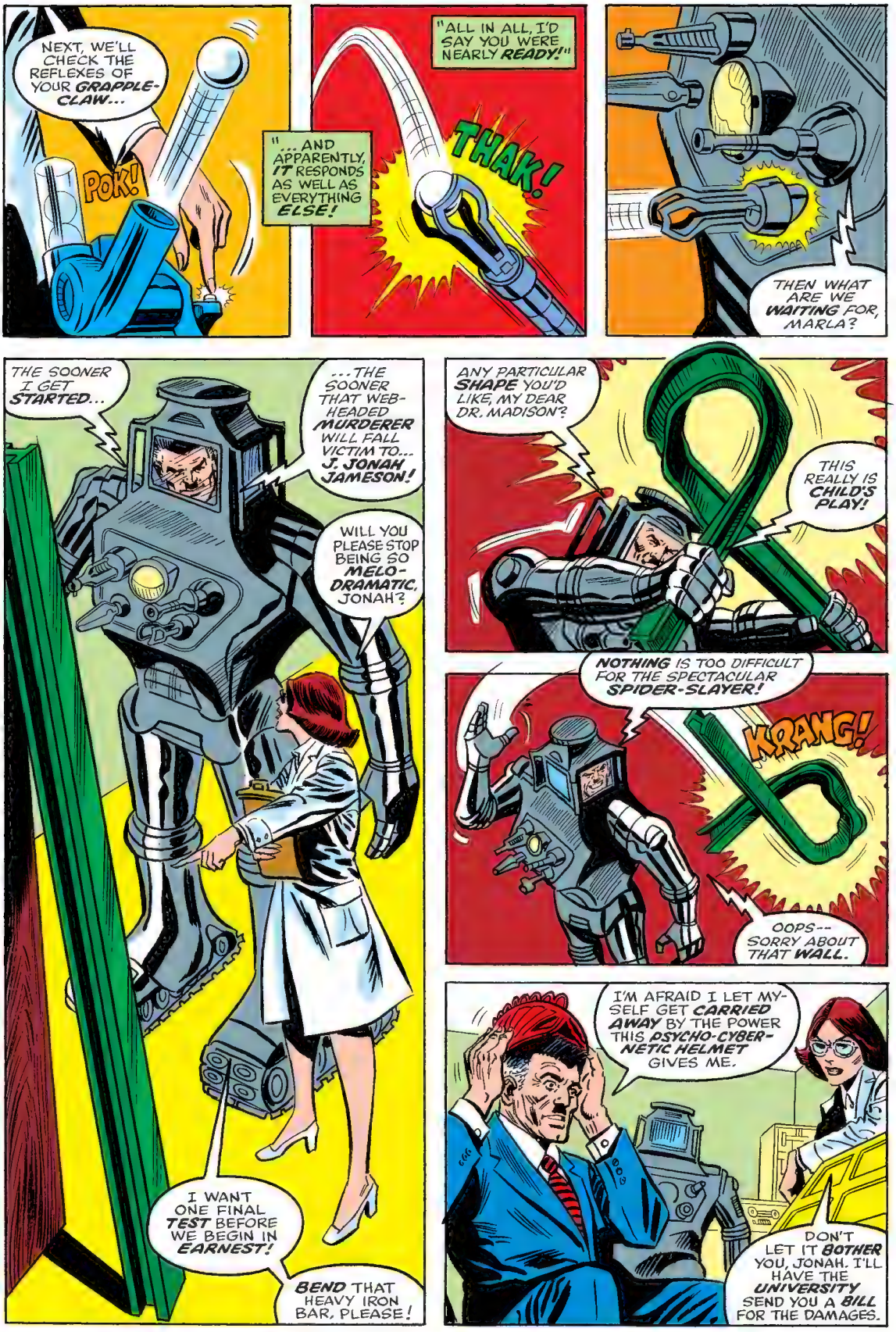
While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

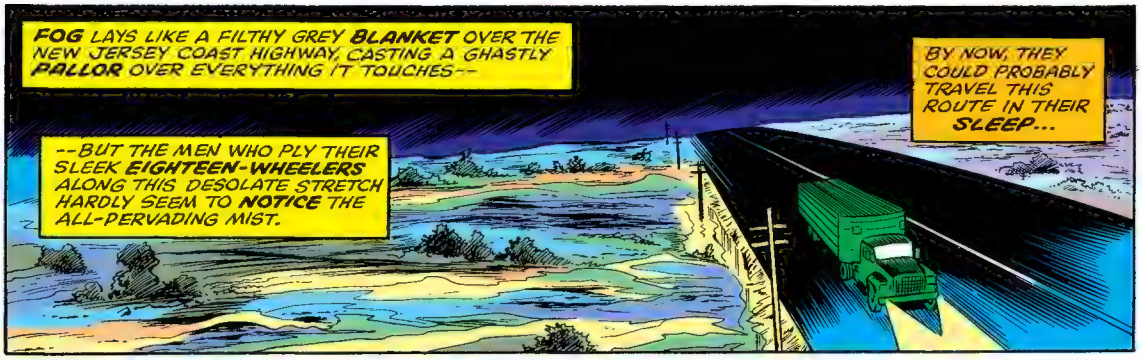
Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

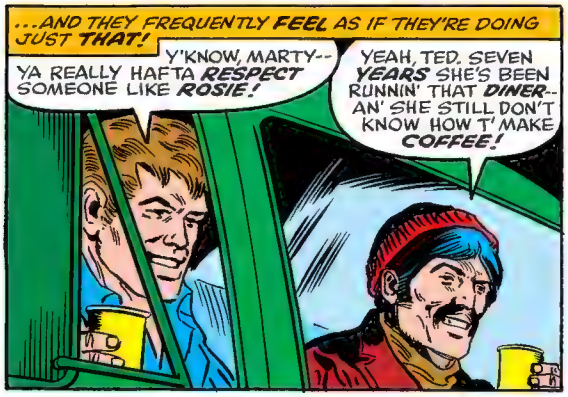
LEN WEIN — WRITER/EDITOR | ROSS ANDRU — ILLUSTRATOR | MIKE ESPOSITO — EMBELLISHER | GLYNIS WEIN — COLORIST | JOE ROSEN — LETTERER

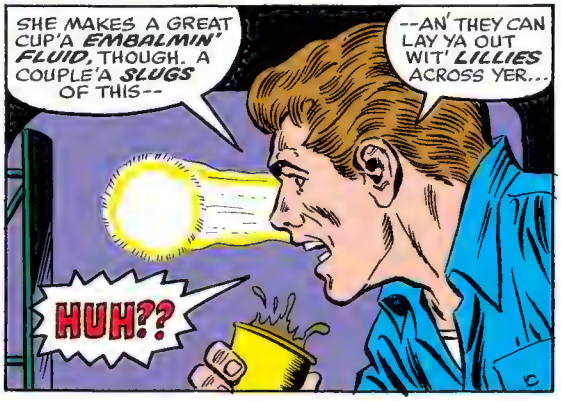
TAKE THAT, YOU WEB-SLINGING MENACE-- AND THAT-- AND THAT-- AND THAT!
ALL YOUR FANCY POWERS CAN'T HELP YOU NOW, NOT WHEN YOU'RE BEING...
...STALKED BY THE SPIDER-SLAYER!

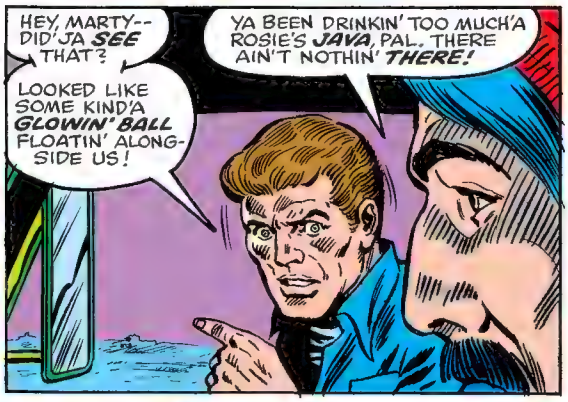

FOR YEARS, YOU'VE MOCKED ME--MADE A FOOL OF ME--
-- BUT NEVER AGAIN!!
I SPENT A SMALL FORTUNE HAVING THIS DEVICE BUILT--
--BUT IT WAS WORTH EVERY PENNY OF IT!
THIS MECHANISM MAKES ME MORE THAN A MATCH FOR YOU, WALL-CRAWLER--
-- AND TODAY IS THE DAY I GET EVEN!
FACE IT, WEB-SLINGER-- YOU'RE LIVING ON BORROWED TIME!!
OKAY, YOU CAN TURN OFF THE IMPULSE-BEAM NOW. YOU'VE PROVED IT WORKS--
--AND I'VE RUN OUT OF DIFFERENT SLIDES TO PROJECT ANYWAY!
WE'D BETTER SEE IF THE REST OF THE EQUIPMENT WORKS AS WELL!
THWIP!
THIS FILAMENT SPRAY IS A FAIR APPROXIMATION OF SPIDER-MAN'S WEBBING...
SNIKT!
"...BUT YOUR BUILT-IN WEB-SHEARS SEVER IT WITH NO DIFFICULTY WHATSOEVER...
"...AND THEN RETRACT INSTANTLY INTO YOUR CHEST MODULE!
"SO FAR... SO GOOD!"

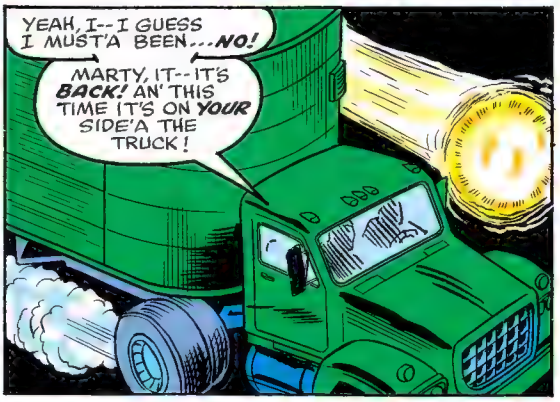

NEXT, WE'LL CHECK THE REFLEXES OF YOUR GRAPPLE-CLAW...
POK!
"... AND APPARENTLY, IT RESPONDS AS WELL AS EVERYTHING ELSE!
"ALL IN ALL, I'D SAY YOU WERE NEARLY READY!"
THAK!
THEN WHAT ARE WE WAITING FOR, MARLA?
THE SOONER I GET STARTED...
...THE SOONER THAT WEB-HEADED MURDERER WILL FALL VICTIM TO... J. JONAH JAMESON!
WILL YOU PLEASE STOP BEING SO MELO-DRAMATIC, JONAH?
I WANT ONE FINAL TEST BEFORE WE BEGIN IN EARNEST!
BEND THAT HEAVY IRON BAR, PLEASE!
ANY PARTICULAR SHAPE YOU'D LIKE, MY DEAR DR. MADISON?
THIS REALLY IS CHILD'S PLAY!
NOTHING IS TOO DIFFICULT FOR THE SPECTACULAR SPIDER-SLAYER!
KRANG!
OOPS-- SORRY ABOUT THAT WALL.
I'M AFRAID I LET MY-SELF GET CARRIED AWAY BY THE POWER THIS PSYCHO-CYBER-NETIC HELMET GIVES ME.
DON'T LET IT BOTHER YOU, JONAH. I'LL HAVE THE UNIVERSITY SEND YOU A BILL FOR THE DAMAGES.

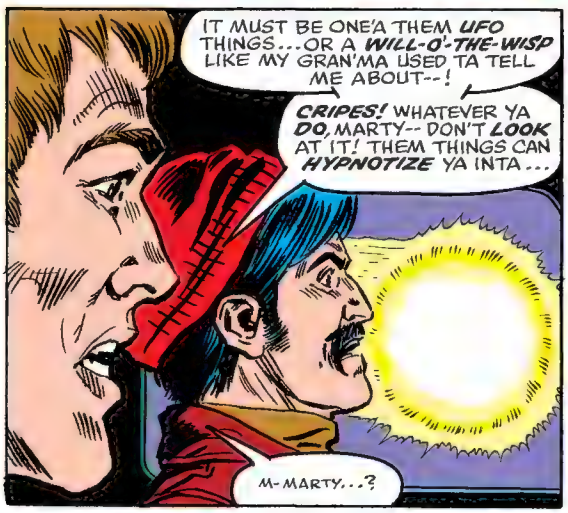

FOG LAYS LIKE A FILTHY GREY BLANKET OVER THE NEW JERSEY COAST HIGHWAY, CASTING A GHASTLY PALLOR OVER EVERYTHING IT TOUCHES--
--BUT THE MEN WHO PLY THEIR SLEEK EIGHTEEN-WHEELERS ALONG THIS DESOLATE STRETCH HARDLY SEEM TO NOTICE THE ALL-PERVADING MIST.
BY NOW, THEY COULD PROBABLY TRAVEL THIS ROUTE IN THEIR SLEEP...

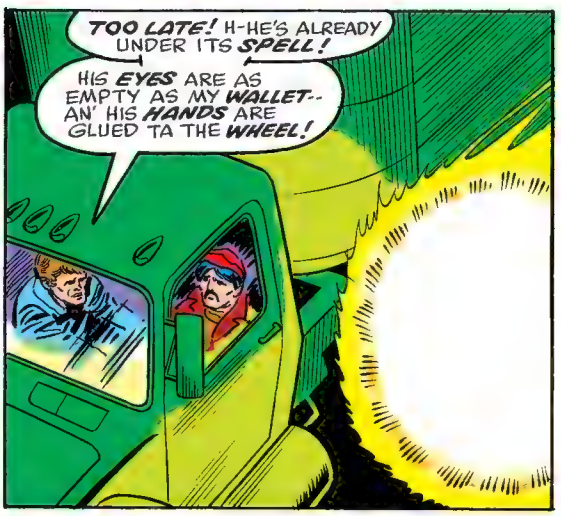

...AND THEY FREQUENTLY FEEL AS IF THEY'RE DOING JUST THAT!
Y'KNOW, MARTY-- YA REALLY HAFTA RESPECT SOMEONE LIKE ROSIE!
YEAH, TED. SEVEN YEARS SHE'S BEEN RUNNIN' THAT DINER-- AN' SHE STILL DON'T KNOW HOW T' MAKE COFFEE!

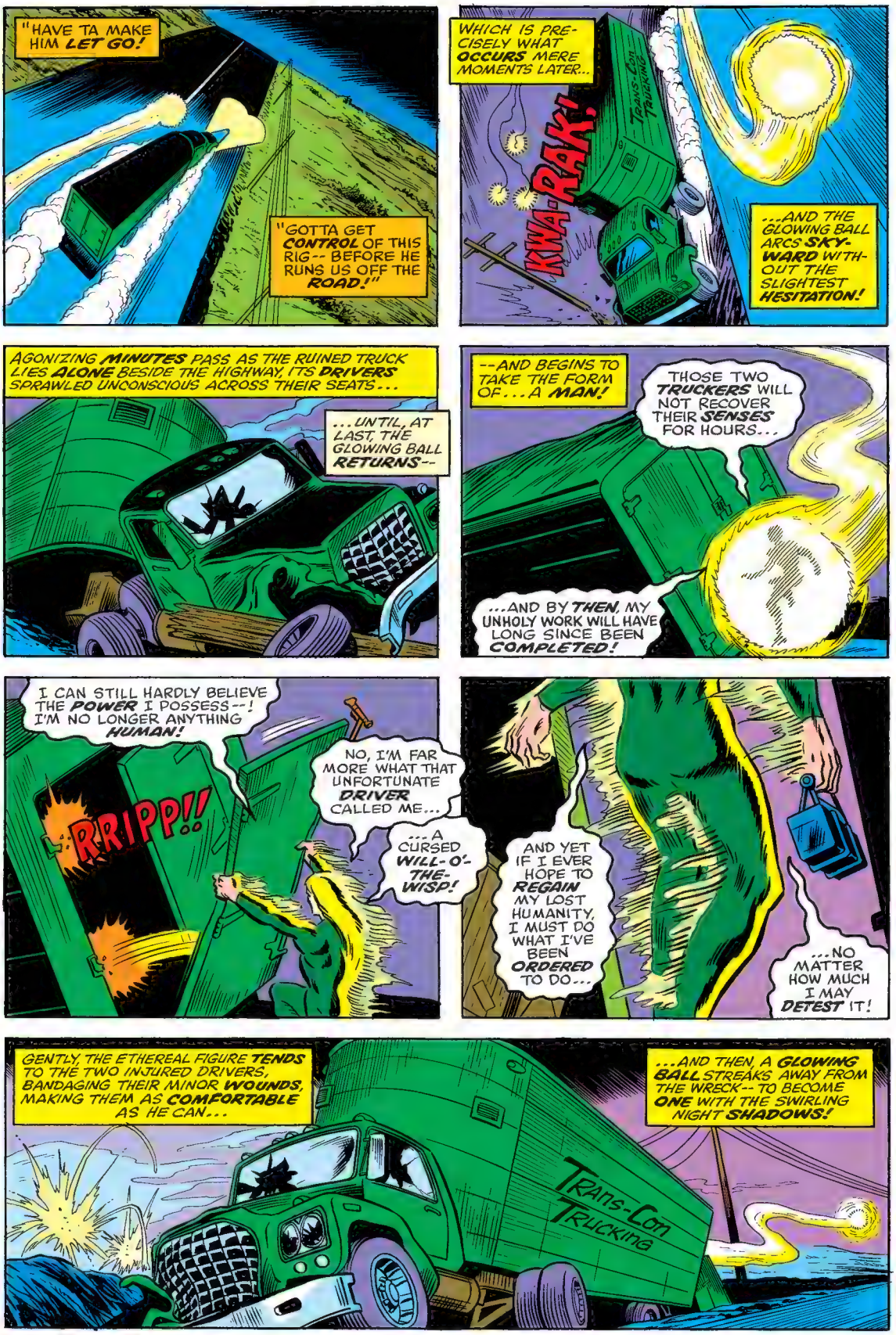

SHE MAKES A GREAT CUP'A EMBALMIN' FLUID, THOUGH. A COUPLE'A SLUGS OF THIS--
--AN' THEY CAN LAY YA OUT WIT' LILLIES ACROSS YER...
HUH??


HEY, MARTY-- DID'JA SEE THAT?
YA BEEN DRINKIN' TOO MUCH'A ROSIE'S JAVA, PAL. THERE AIN'T NOTHIN' THERE!
LOOKED LIKE SOME KIND'A GLOWIN' BALL FLOATIN' ALONG-SIDE US!


YEAH, I-- I GUESS I MUST'A BEEN... NO!
MARTY, IT-- IT'S BACK! AN' THIS TIME IT'S ON YOUR SIDE'A THE TRUCK!

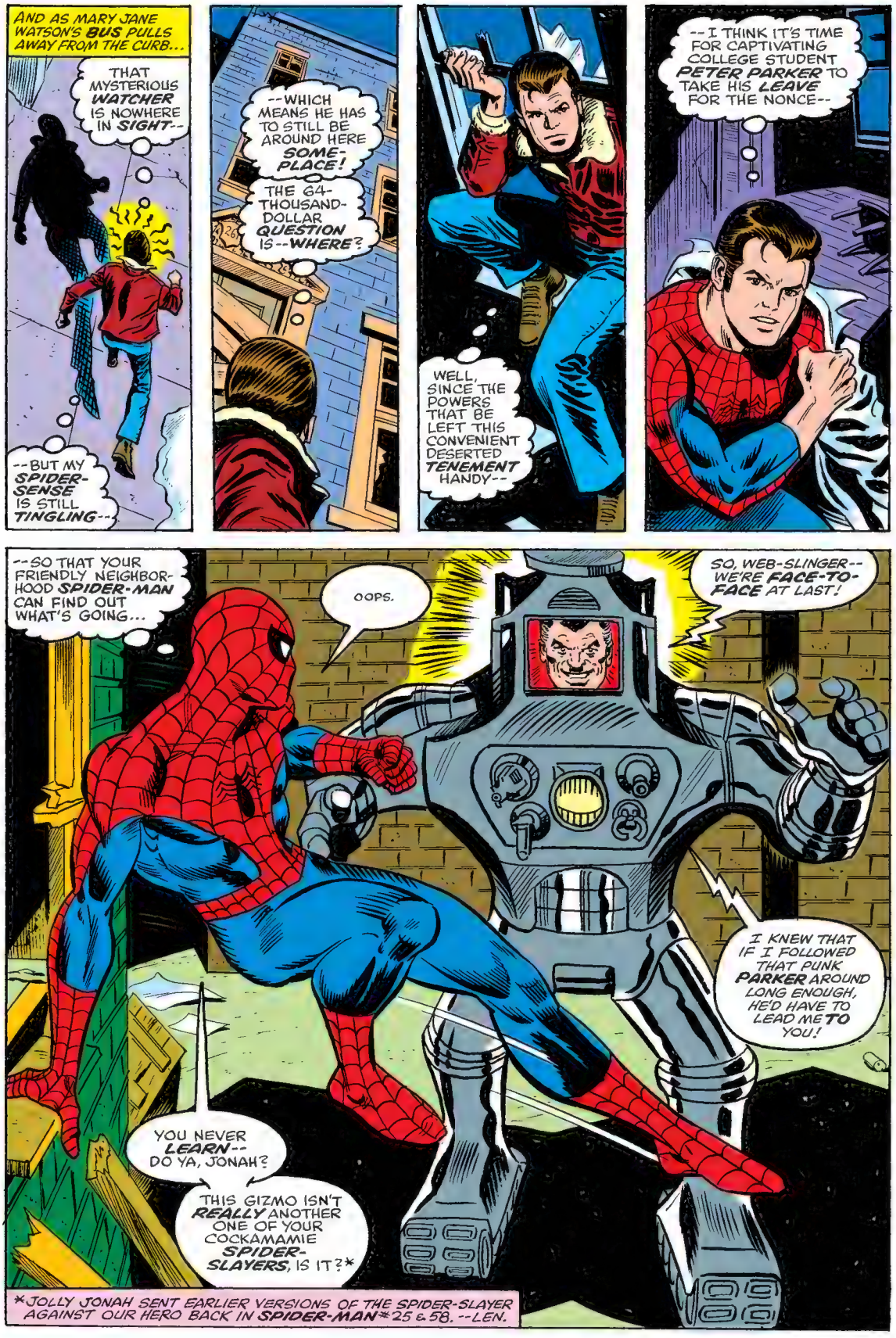

IT MUST BE ONE'A THEM UFO THINGS... OR A WILL-O'-THE-WISP LIKE MY GRAN'MA USED TA TELL ME ABOUT--!
CRIPES! WHATEVER YA DO, MARTY-- DON'T LOOK AT IT! THEM THINGS CAN HYPNOTIZE YA INTA...
M-MARTY...?

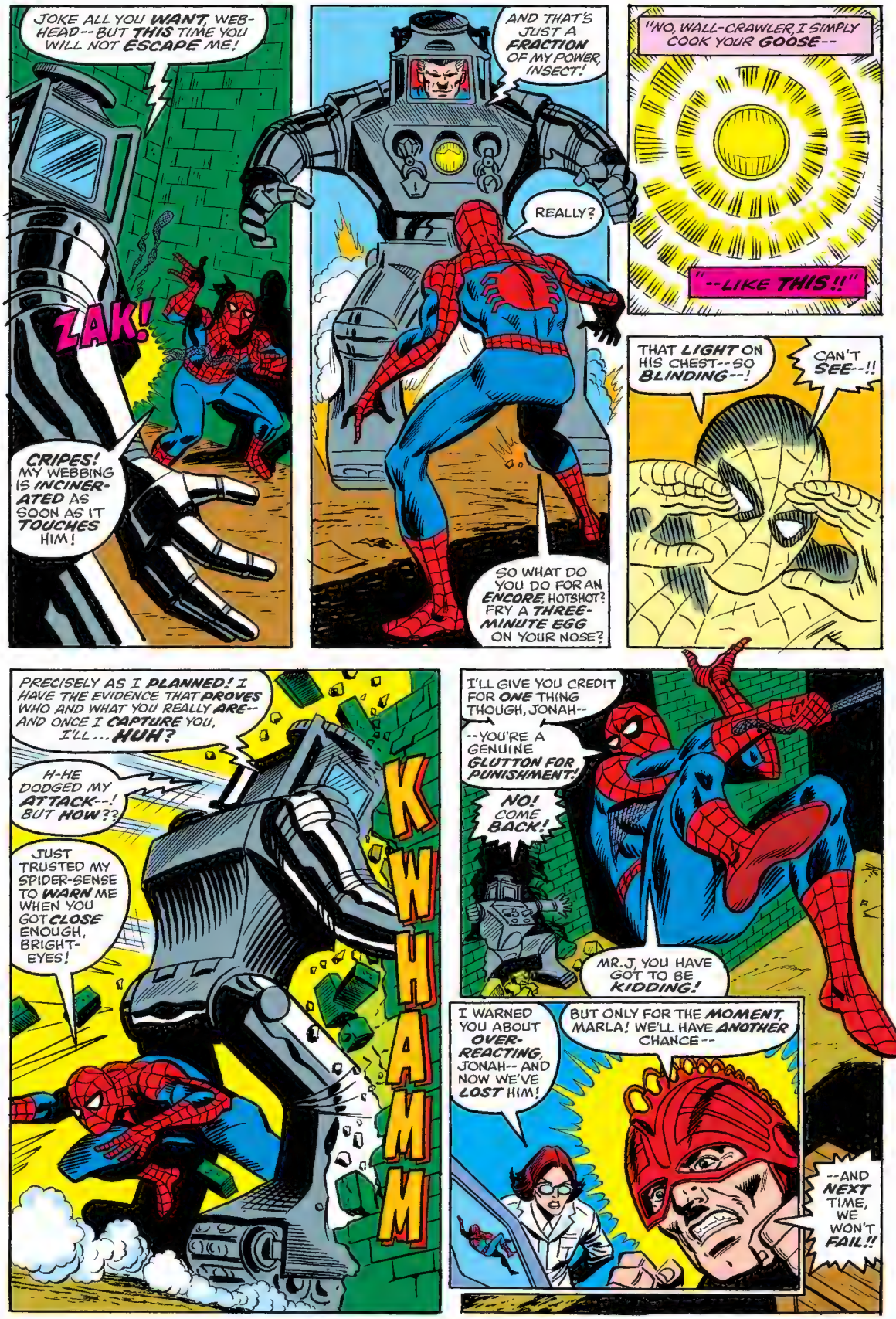

TOO LATE! H-HE'S ALREADY UNDER ITS SPELL!
HIS EYES ARE AS EMPTY AS MY WALLET-- AN' HIS HANDS ARE GLUED TA THE WHEEL!

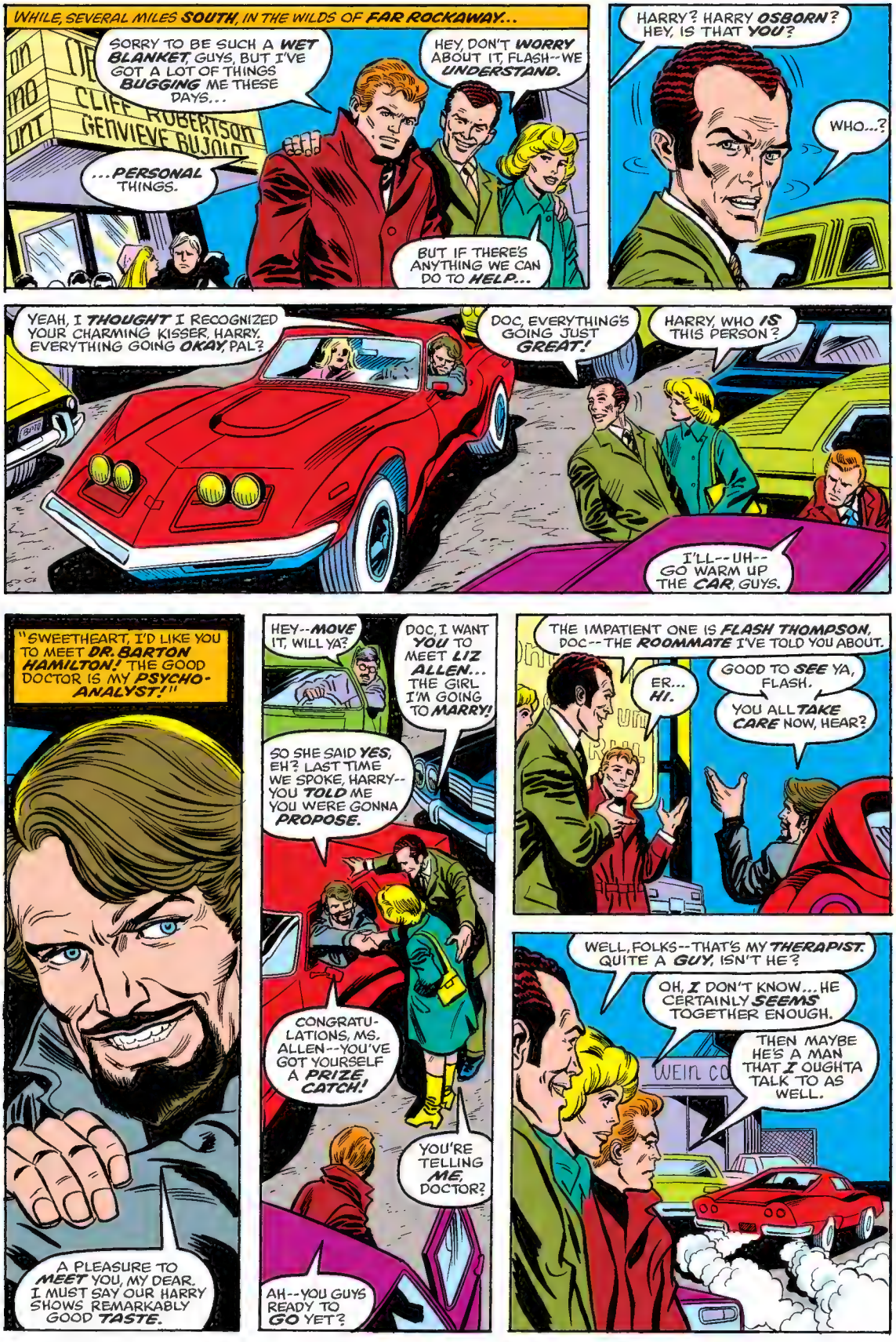

"HAVE TA MAKE HIM LET GO!
"GOTTA GET CONTROL OF THIS RIG -- BEFORE HE RUNS US OFF THE ROAD!"
WHICH IS PRECISELY WHAT OCCURS MERE MOMENTS LATER...
KWA-RAK!
TRANS-CON TRUCKING
...AND THE GLOWING BALL ARCS SKYWARD WITHOUT THE SLIGHTEST HESITATION!
AGONIZING MINUTES PASS AS THE RUINED TRUCK LIES ALONE BESIDE THE HIGHWAY, ITS DRIVERS SPRAWLED UNCONSCIOUS ACROSS THEIR SEATS...
...UNTIL, AT LAST, THE GLOWING BALL RETURNS--
--AND BEGINS TO TAKE THE FORM OF...A MAN!
THOSE TWO TRUCKERS WILL NOT RECOVER THEIR SENSES FOR HOURS...
...AND BY THEN, MY UNHOLY WORK WILL HAVE LONG SINCE BEEN COMPLETED!
I CAN STILL HARDLY BELIEVE THE POWER I POSSESS--! I'M NO LONGER ANYTHING HUMAN!
RRIPP!!
NO, I'M FAR MORE WHAT THAT UNFORTUNATE DRIVER CALLED ME...
...A CURSED WILL-O'-THE-WISP!
AND YET IF I EVER HOPE TO REGAIN MY LOST HUMANITY, I MUST DO WHAT I'VE BEEN ORDERED TO DO...
...NO MATTER HOW MUCH I MAY DETEST IT!
GENTLY, THE ETHEREAL FIGURE TENDS TO THE TWO INJURED DRIVERS, BANDAGING THEIR MINOR WOUNDS, MAKING THEM AS COMFORTABLE AS HE CAN...
...AND THEN, A GLOWING BALL STREAKS AWAY FROM THE WRECK -- TO BECOME ONE WITH THE SWIRLING NIGHT SHADOWS!
TRANS-CON TRUCKING

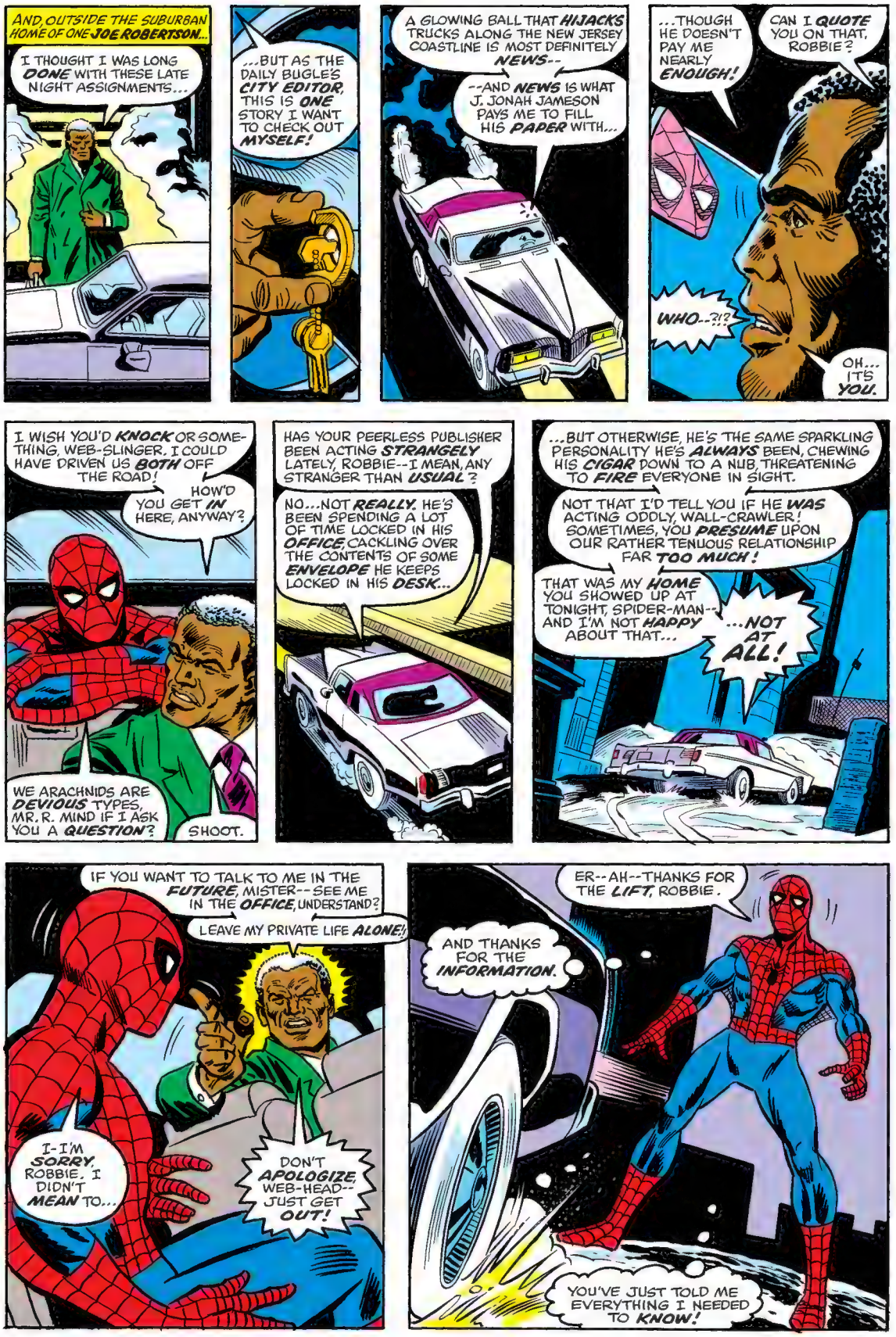
NOW, WHAT SAY WE FINALLY LOOK IN ON OUR EVER-LOVIN' STAR--AS HE STANDS BEFORE A BUSY FOREST HILLS APARTMENT HOUSE AND ASKS...
WHAT'S WRONG, MRS. WATSON? YOUR CALL SOUNDED SO URGENT! IS AUNT MAY...?
YOUR AUNT IS FINE, PETER...
...JUST A LITTLE BIT OUT OF HER MIND!
OH, HELLO, PETER DEAR. HELLO, MARY JANE.
THERE! DO YOU SEE, PETER? MAYBE YOU CAN TALK SOME SENSE INTO HER!
OLD PEOPLE HAVE RIGHTS TOO!!
AUNT... MAY...?
HEY, PRETTY LADY-- WHAT ARE YOU DOING OUT HERE, MARCHING THOSE DAINTY LITTLE FEET OFF?
I'M DOING WHAT I HAVE TO DO, PETER...
OLD PEOPLE HAVE RIGHTS TOO!!
...WHAT ANY SELF-RESPECTING CITIZEN WOULD DO IN THIS CASE!
WHICH IS WHAT, MRS. PARKER?
OUR LANDLORD IS TRYING TO ELIMINATE THE RENT-CONTROL ON THIS BUILDING-- AND WE'RE NOT GOING TO LET HIM GET AWAY WITH IT!
JUST BECAUSE MOST OF US ARE GREY-HAIRED AND RETIRED DOESN'T MEAN THAT WE HAVEN'T ANY RIGHTS ANY MORE!
HEY, EASY NOW, MRS. P! WE'RE ON YOUR SIDE, REMEMBER?
SURE. IF YOU FEEL THAT STRONGLY ABOUT THIS, AUNT MAY, YOU JUST GET BACK TO THAT PICKET LINE... AND GIVE 'EM HECK!
I INTEND TO DO EXACTLY THAT, PETER.
YOU KEEP BUNDLED UP NOW, HEAR?
OKAY, EVERYBODY-- LET'S HEAR IT LOUD AND CLEAR!
WE WILL NOT BE MOVED!!
I CAN'T BELIEVE IT! MY OWN DOTING AUNT... A GREY PANTHER!
RIGHT ON, AUNT MAY!
OLD PEOPLE HAVE RIGHTS TOO!!
SOCK IT TO 'EM, KID!

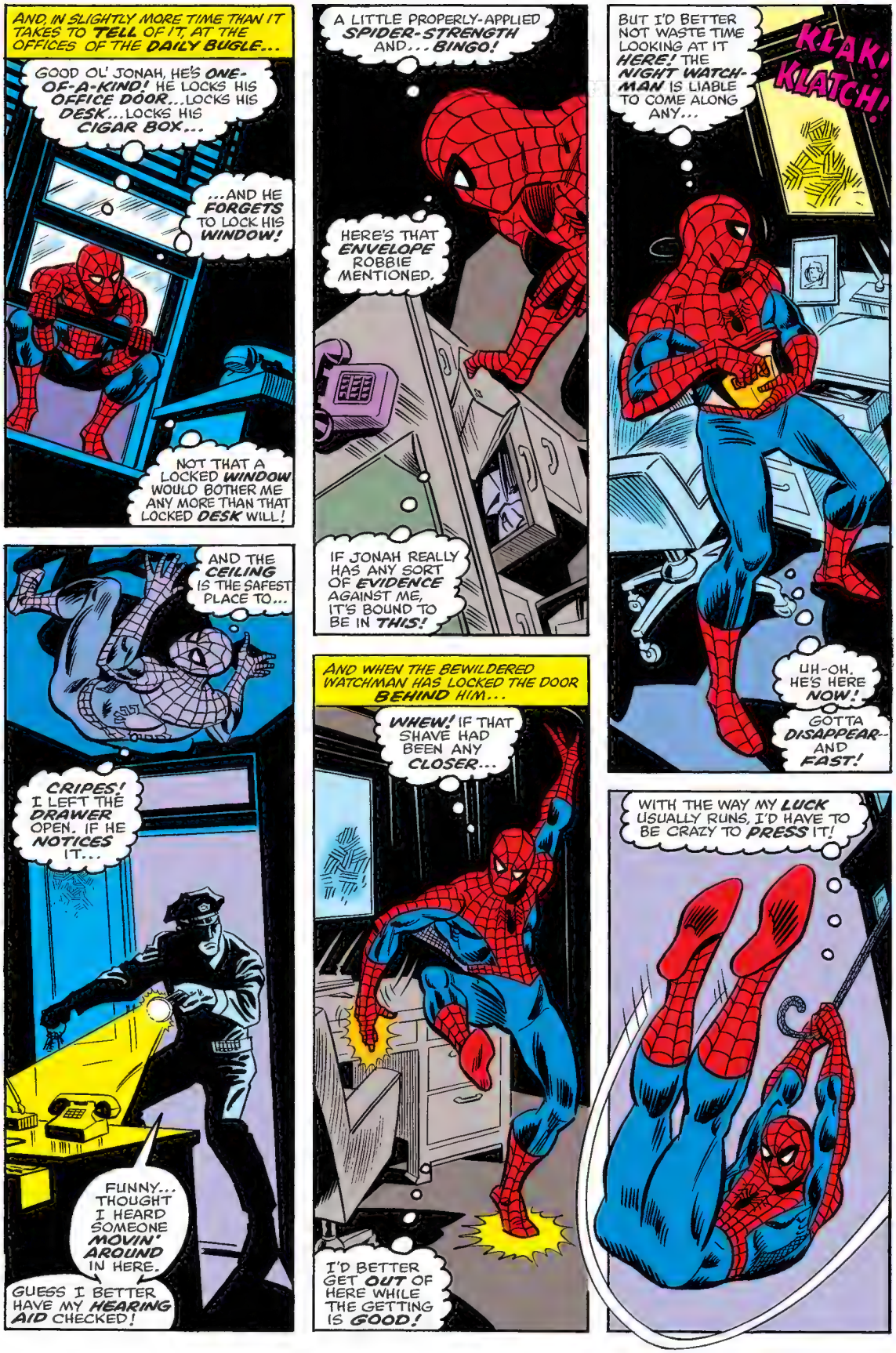
Y'KNOW, IT'S FUNNY. I GUESS I'VE ALWAYS THOUGHT OF AUNT MAY AS THIS FRAGILE CHINA DOLL THAT ALWAYS HAD TO BE PROTECTED FROM LIFE'S LITTLE SLINGS AND ARROWS...
BENJAM
...AND NOW, JUST LOOK AT HER-- MORE CIVICLY-INVOLVED THAN I'VE EVER BEEN!
YEAH. YOUR AUNT'S ONE VERY SPECIAL LADY, TIGER.
WHICH MAKES ME WONDER--ALL THESE YEARS, I'VE NEVER TOLD HER I'M SPIDER-MAN, FOR FEAR HER WEAK HEART COULDN'T STAND THE SHOCK--!
MAYBE NOW IS FINALLY THE TIME TO...
PENNY FOR YOUR THOUGHTS, PETEY?
OH--UH-- NOTHING, M.J.
MY MIND JUST WANDERED FOR A...
HUH? MY SPIDER-SENSE-- IT'S STARTED TINGLING!
THERE'S SOMEONE ON THAT ROOFTOP-- WATCHING ME!
CAN'T MAKE OUT WHO IT IS FROM HERE BUT...
KNOCK, KNOCK, MR. PARKER... ANYBODY HOME?
SORRY, RED. DID IT AGAIN, DIDN'T I?
GUESS I HAVE A LOT MORE ON MY MIND THAN I REALIZED...
...LIKE FINDING OUT WHO'S FOLLOWING ME-- AND WHY?
YEAH, BROWN-EYES--I GUESS YOU DO AT THAT!
LOOK, MARY JANE, WOULD YOU MIND IF WE DIDN'T GO OUT FOR COFFEE AND DONUTS LIKE I PROMISED YOU?
I THINK WHAT I REALLY NEED RIGHT NOW IS A GOOD, LONG WALK... BY MYSELF.
SURE, TIGER--NO HASSLE. I'M CERTAIN, WHEN YOU'RE DONE, YOU'LL REALIZE THERE'S A WHOLE LOT MORE TO YOUR AUNT THAN YOU'VE EVER GIVEN HER CREDIT FOR.
AND SHE'S NOT THE ONLY ONE, RED-- YOU'RE QUITE A LOT OF LADY YOURSELF!
SEE YOU SOON, MJ... OKAY?
YOU JUST TRY KEEPING ME AWAY.
14 EAS

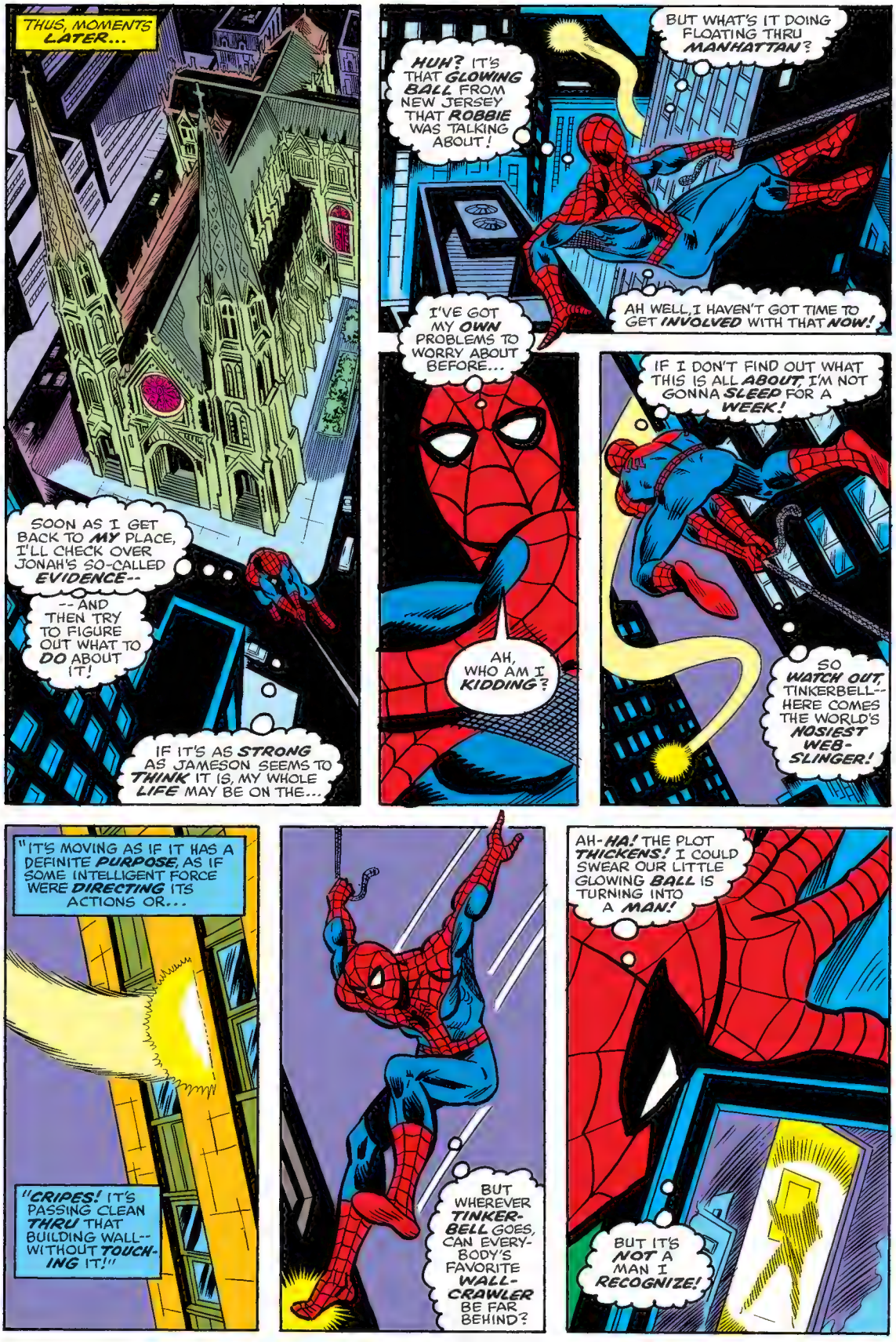

AND AS MARY JANE WATSON'S BUS PULLS AWAY FROM THE CURB...
THAT MYSTERIOUS WATCHER IS NOWHERE IN SIGHT--
--BUT MY SPIDER-SENSE IS STILL TINGLING--
--WHICH MEANS HE HAS TO STILL BE AROUND HERE SOME-PLACE!
THE 64-THOUSAND-DOLLAR QUESTION IS--WHERE?
WELL, SINCE THE POWERS THAT BE LEFT THIS CONVENIENT DESERTED TENEMENT HANDY--
--I THINK IT'S TIME FOR CAPTIVATING COLLEGE STUDENT PETER PARKER TO TAKE HIS LEAVE FOR THE NONCE--
--SO THAT YOUR FRIENDLY NEIGHBOR-HOOD SPIDER-MAN CAN FIND OUT WHAT'S GOING...
OOPS.
SO, WEB-SLINGER--WE'RE FACE-TO-FACE AT LAST!
I KNEW THAT IF I FOLLOWED THAT PUNK PARKER AROUND LONG ENOUGH, HE'D HAVE TO LEAD ME TO YOU!
YOU NEVER LEARN--DO YA, JONAH?
THIS GIZMO ISN'T REALLY ANOTHER ONE OF YOUR COCKAMAMIE SPIDER-SLAYERS, IS IT?*
*JOLLY JONAH SENT EARLIER VERSIONS OF THE SPIDER-SLAYER AGAINST OUR HERO BACK IN SPIDER-MAN #25 & 58. --LEN.

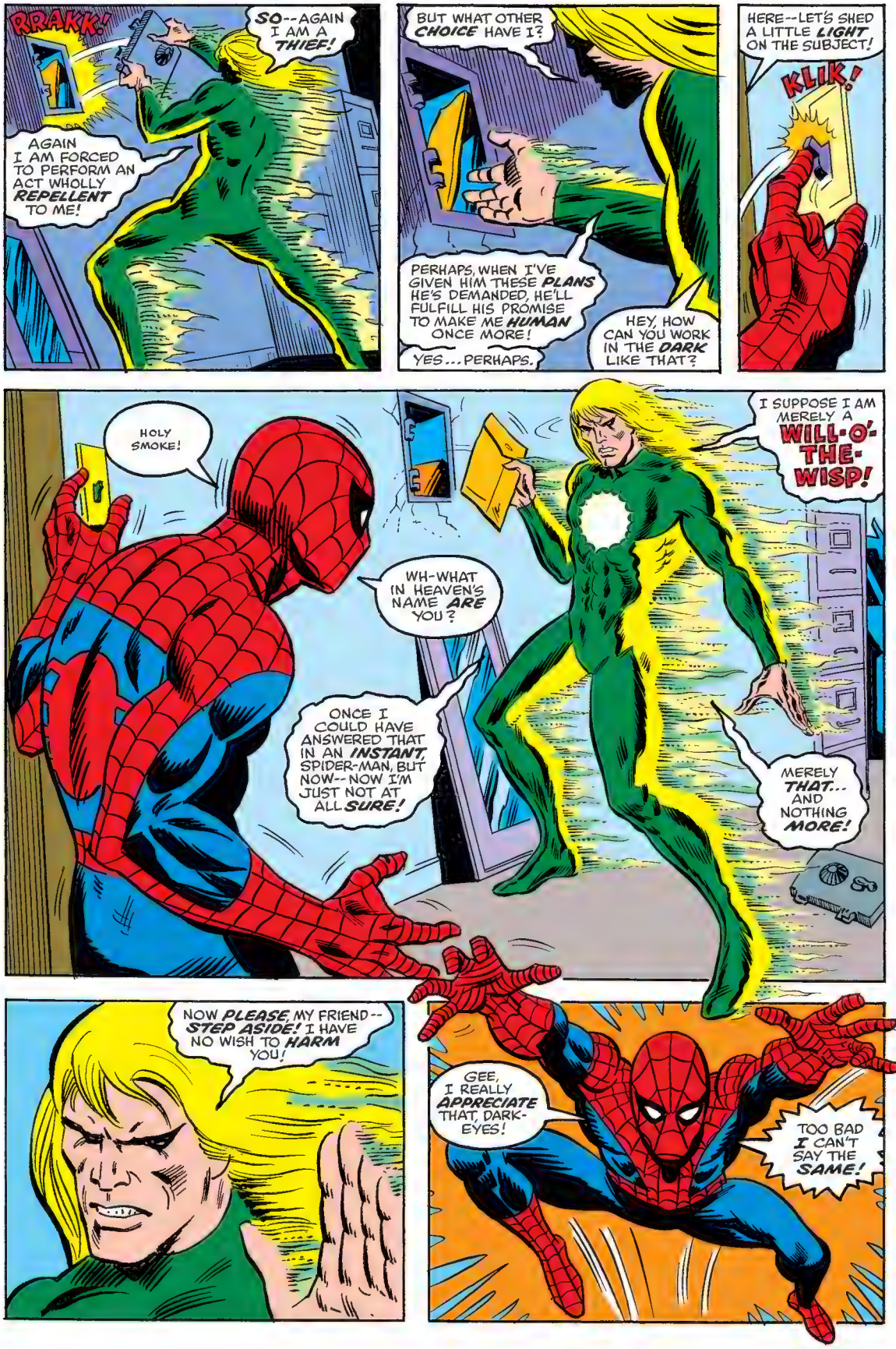

JOKE ALL YOU WANT, WEB-HEAD--BUT THIS TIME YOU WILL NOT ESCAPE ME!
ZAK!
CRIPES! MY WEBBING IS INCINER-ATED AS SOON AS IT TOUCHES HIM!
AND THAT'S JUST A FRACTION OF MY POWER, INSECT!
REALLY?
SO WHAT DO YOU DO FOR AN ENCORE, HOTSHOT? FRY A THREE-MINUTE EGG ON YOUR NOSE?
"NO, WALL-CRAWLER, I SIMPLY COOK YOUR GOOSE--
"--LIKE THIS!!"
THAT LIGHT ON HIS CHEST--SO BLINDING--!
CAN'T SEE--!!
PRECISELY AS I PLANNED! I HAVE THE EVIDENCE THAT PROVES WHO AND WHAT YOU REALLY ARE--AND ONCE I CAPTURE YOU, I'LL... HUH?
H-HE DODGED MY ATTACK--! BUT HOW??
JUST TRUSTED MY SPIDER-SENSE TO WARN ME WHEN YOU GOT CLOSE ENOUGH, BRIGHT-EYES!
KWHAMM
I'LL GIVE YOU CREDIT FOR ONE THING THOUGH, JONAH--
--YOU'RE A GENUINE GLUTTON FOR PUNISHMENT!
NO! COME BACK!
MR. J, YOU HAVE GOT TO BE KIDDING!
I WARNED YOU ABOUT OVER-REACTING, JONAH-- AND NOW WE'VE LOST HIM!
BUT ONLY FOR THE MOMENT, MARLA! WE'LL HAVE ANOTHER CHANCE--
--AND NEXT TIME, WE WON'T FAIL!!


WHILE, SEVERAL MILES SOUTH, IN THE WILDS OF FAR ROCKAWAY...
SORRY TO BE SUCH A WET BLANKET, GUYS, BUT I'VE GOT A LOT OF THINGS BUGGING ME THESE DAYS...
HEY, DON'T WORRY ABOUT IT, FLASH--WE UNDERSTAND.
CLIFF ROBERTSON
GENVIEVE BUJOLD
...PERSONAL THINGS.
BUT IF THERE'S ANYTHING WE CAN DO TO HELP...
HARRY? HARRY OSBORN? HEY, IS THAT YOU?
WHO...?
YEAH, I THOUGHT I RECOGNIZED YOUR CHARMING KISSER, HARRY. EVERYTHING GOING OKAY, PAL?
DOC, EVERYTHING'S GOING JUST GREAT!
HARRY, WHO IS THIS PERSON?
I'LL--UH--GO WARM UP THE CAR, GUYS.
"SWEETHEART, I'D LIKE YOU TO MEET DR. BARTON HAMILTON! THE GOOD DOCTOR IS MY PSYCHO-ANALYST!"
A PLEASURE TO MEET YOU, MY DEAR. I MUST SAY OUR HARRY SHOWS REMARKABLY GOOD TASTE.
HEY--MOVE IT, WILL YA?
DOC, I WANT YOU TO MEET LIZ ALLEN... THE GIRL I'M GOING TO MARRY!
SO SHE SAID YES, EH? LAST TIME WE SPOKE, HARRY--YOU TOLD ME YOU WERE GONNA PROPOSE.
CONGRATU-LATIONS, MS. ALLEN--YOU'VE GOT YOURSELF A PRIZE CATCH!
YOU'RE TELLING ME, DOCTOR?
AH--YOU GUYS READY TO GO YET?
THE IMPATIENT ONE IS FLASH THOMPSON, DOC--THE ROOMMATE I'VE TOLD YOU ABOUT.
ER... HI.
GOOD TO SEE YA, FLASH.
YOU ALL TAKE CARE NOW, HEAR?
WELL, FOLKS--THAT'S MY THERAPIST. QUITE A GUY, ISN'T HE?
OH, I DON'T KNOW... HE CERTAINLY SEEMS TOGETHER ENOUGH.
THEN MAYBE HE'S A MAN THAT I OUGHTA TALK TO AS WELL.

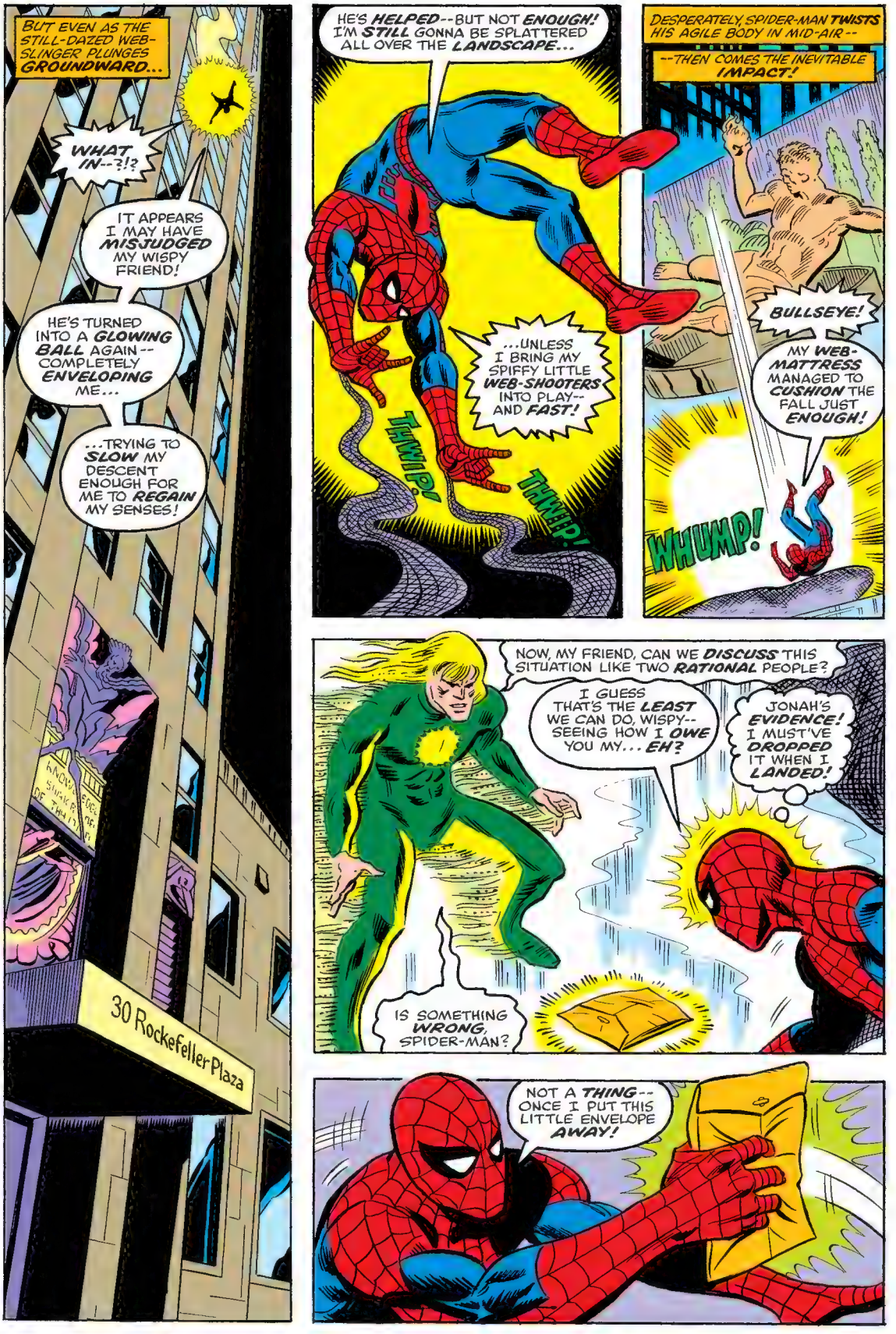

AND, OUTSIDE THE SUBURBAN HOME OF ONE JOE ROBERTSON...
I THOUGHT I WAS LONG DONE WITH THESE LATE NIGHT ASSIGNMENTS...
...BUT AS THE DAILY BUGLE'S CITY EDITOR, THIS IS ONE STORY I WANT TO CHECK OUT MYSELF!
A GLOWING BALL THAT HIJACKS TRUCKS ALONG THE NEW JERSEY COASTLINE IS MOST DEFINITELY NEWS--
--AND NEWS IS WHAT J. JONAH JAMESON PAYS ME TO FILL HIS PAPER WITH...
...THOUGH HE DOESN'T PAY ME NEARLY ENOUGH!
CAN I QUOTE YOU ON THAT, ROBBIE?
WHO--?!?
OH... IT'S YOU.
I WISH YOU'D KNOCK OR SOMETHING, WEB-SLINGER. I COULD HAVE DRIVEN US BOTH OFF THE ROAD!
HOW'D YOU GET IN HERE, ANYWAY?
WE ARACHNIDS ARE DEVIOUS TYPES, MR. R. MIND IF I ASK YOU A QUESTION?
SHOOT.
HAS YOUR PEERLESS PUBLISHER BEEN ACTING STRANGELY LATELY, ROBBIE--I MEAN, ANY STRANGER THAN USUAL?
NO...NOT REALLY. HE'S BEEN SPENDING A LOT OF TIME LOCKED IN HIS OFFICE, CACKLING OVER THE CONTENTS OF SOME ENVELOPE HE KEEPS LOCKED IN HIS DESK...
...BUT OTHERWISE, HE'S THE SAME SPARKLING PERSONALITY HE'S ALWAYS BEEN, CHEWING HIS CIGAR DOWN TO A NUB, THREATENING TO FIRE EVERYONE IN SIGHT.
NOT THAT I'D TELL YOU IF HE WAS ACTING ODDLY, WALL-CRAWLER! SOMETIMES, YOU PRESUME UPON OUR RATHER TENUOUS RELATIONSHIP FAR TOO MUCH!
THAT WAS MY HOME YOU SHOWED UP AT TONIGHT, SPIDER-MAN--AND I'M NOT HAPPY ABOUT THAT...
...NOT AT ALL!
IF YOU WANT TO TALK TO ME IN THE FUTURE, MISTER--SEE ME IN THE OFFICE, UNDERSTAND?
LEAVE MY PRIVATE LIFE ALONE!
I-I'M SORRY, ROBBIE. I DIDN'T MEAN TO...
DON'T APOLOGIZE, WEB-HEAD--JUST GET OUT!
ER--AH--THANKS FOR THE LIFT, ROBBIE.
AND THANKS FOR THE INFORMATION.
YOU'VE JUST TOLD ME EVERYTHING I NEEDED TO KNOW!

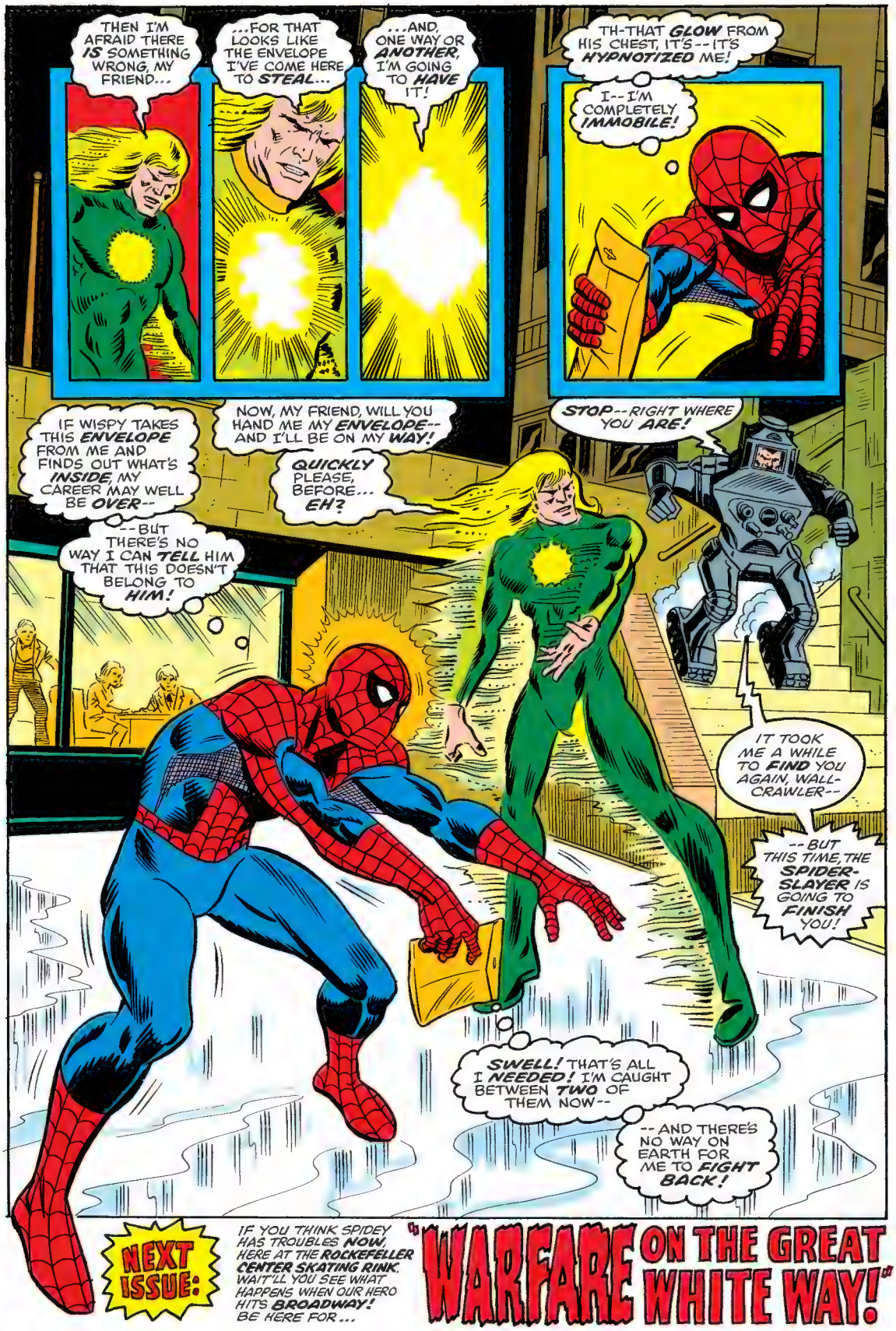

AND, IN SLIGHTLY MORE TIME THAN IT TAKES TO TELL OF IT, AT THE OFFICES OF THE DAILY BUGLE...
GOOD OL' JONAH, HE'S ONE-OF-A-KIND! HE LOCKS HIS OFFICE DOOR...LOCKS HIS DESK...LOCKS HIS CIGAR BOX...
...AND HE FORGETS TO LOCK HIS WINDOW!
NOT THAT A LOCKED WINDOW WOULD BOTHER ME ANY MORE THAN THAT LOCKED DESK WILL!
A LITTLE PROPERLY-APPLIED SPIDER-STRENGTH AND... BINGO!
HERE'S THAT ENVELOPE ROBBIE MENTIONED.
IF JONAH REALLY HAS ANY SORT OF EVIDENCE AGAINST ME, IT'S BOUND TO BE IN THIS!
BUT I'D BETTER NOT WASTE TIME LOOKING AT IT HERE! THE NIGHT WATCH-MAN IS LIABLE TO COME ALONG ANY...
KLAK!
KLATCH!
UH-OH, HE'S HERE NOW!
GOTTA DISAPPEAR--AND FAST!
AND THE CEILING IS THE SAFEST PLACE TO...
CRIPES! I LEFT THE DRAWER OPEN. IF HE NOTICES IT...
FUNNY... THOUGHT I HEARD SOMEONE MOVIN' AROUND IN HERE.
GUESS I BETTER HAVE MY HEARING AID CHECKED!
AND WHEN THE BEWILDERED WATCHMAN HAS LOCKED THE DOOR BEHIND HIM...
WHEW! IF THAT SHAVE HAD BEEN ANY CLOSER...
I'D BETTER GET OUT OF HERE WHILE THE GETTING IS GOOD!
WITH THE WAY MY LUCK USUALLY RUNS, I'D HAVE TO BE CRAZY TO PRESS IT!


THUS, MOMENTS LATER...
SOON AS I GET BACK TO MY PLACE, I'LL CHECK OVER JONAH'S SO-CALLED EVIDENCE--
-- AND THEN TRY TO FIGURE OUT WHAT TO DO ABOUT IT!
IF IT'S AS STRONG AS JAMESON SEEMS TO THINK IT IS, MY WHOLE LIFE MAY BE ON THE...
HUH? IT'S THAT GLOWING BALL FROM NEW JERSEY THAT ROBBIE WAS TALKING ABOUT!
BUT WHAT'S IT DOING FLOATING THRU MANHATTAN?
AH WELL, I HAVEN'T GOT TIME TO GET INVOLVED WITH THAT NOW!
I'VE GOT MY OWN PROBLEMS TO WORRY ABOUT BEFORE...
AH, WHO AM I KIDDING?
IF I DON'T FIND OUT WHAT THIS IS ALL ABOUT, I'M NOT GONNA SLEEP FOR A WEEK!
SO WATCH OUT, TINKERBELL-- HERE COMES THE WORLD'S NOSIEST WEB-SLINGER!
"IT'S MOVING AS IF IT HAS A DEFINITE PURPOSE, AS IF SOME INTELLIGENT FORCE WERE DIRECTING ITS ACTIONS OR...
"CRIPES! IT'S PASSING CLEAN THRU THAT BUILDING WALL-- WITHOUT TOUCH-ING IT!"
BUT WHEREVER TINKER-BELL GOES, CAN EVERY-BODY'S FAVORITE WALL-CRAWLER BE FAR BEHIND?
AH-HA! THE PLOT THICKENS! I COULD SWEAR OUR LITTLE GLOWING BALL IS TURNING INTO A MAN!
BUT IT'S NOT A MAN I RECOGNIZE!


RRAKK!
SO--AGAIN I AM A THIEF!
AGAIN I AM FORCED TO PERFORM AN ACT WHOLLY REPELLENT TO ME!
BUT WHAT OTHER CHOICE HAVE I?
PERHAPS, WHEN I'VE GIVEN HIM THESE PLANS HE'S DEMANDED, HE'LL FULFILL HIS PROMISE TO MAKE ME HUMAN ONCE MORE!
YES... PERHAPS.
HEY, HOW CAN YOU WORK IN THE DARK LIKE THAT?
HERE--LET'S SHED A LITTLE LIGHT ON THE SUBJECT!
KLIK!
HOLY SMOKE!
WH-WHAT IN HEAVEN'S NAME ARE YOU?
I SUPPOSE I AM MERELY A WILL-O'-THE-WISP!
ONCE I COULD HAVE ANSWERED THAT IN AN INSTANT, SPIDER-MAN, BUT NOW-- NOW I'M JUST NOT AT ALL SURE!
MERELY THAT... AND NOTHING MORE!
NOW PLEASE, MY FRIEND-- STEP ASIDE! I HAVE NO WISH TO HARM YOU!
GEE, I REALLY APPRECIATE THAT, DARK-EYES!
TOO BAD I CAN'T SAY THE SAME!

SPIDER-MAN-- WAIT! YOU DON'T UNDERSTAND--!
I UNDERSTAND ALL I HAVE TO... HUH?
I-- I'M GOING RIGHT THRU HIM--!?!
HOW'D YOU PULL THAT LITTLE STUNT, WISPY?
IT WAS NOT DIFFICULT FOR ONE WITH CONSCIOUS CONTROL OVER HIS VERY MOLECULES, MY FRIEND!
OH? THEN I'LL JUST HAVE TO MAKE YOU UNCONSCIOUS BEFORE YOU CAN...
RATS! HE'S DONE IT AGAIN!
I'D HOPED TO REASON THIS OUT WITH YOU, SPIDER-MAN, BUT IF MINDLESS VIOLENCE IS THE ONLY WAY TO GET THRU TO YOU...
BROK!
...THEN VIOLENCE IS WHAT YOU SHALL HAVE!
UUNNGGHH!!
H-HE'S GOT A PUNCH LIKE THE KICK OF AN ANGRY MISSOURI MULE!
SKRASSHH!
H-HEAD'S REELING-- CAN'T EVEN THINK STRAIGHT-- LET ALONE SEE WHERE TO FIRE MY WEBBING--!
LOOKS LIKE... HE'S FINISHED ME!


BUT EVEN AS THE STILL-DAZED WEB-SLINGER PLUNGES GROUNDWARD...
WHAT IN--?!?
IT APPEARS I MAY HAVE MISJUDGED MY WISPY FRIEND!
HE'S TURNED INTO A GLOWING BALL AGAIN--COMPLETELY ENVELOPING ME...
...TRYING TO SLOW MY DESCENT ENOUGH FOR ME TO REGAIN MY SENSES!
30 Rockefeller Plaza
HE'S HELPED--BUT NOT ENOUGH! I'M STILL GONNA BE SPLATTERED ALL OVER THE LANDSCAPE...
...UNLESS I BRING MY SPIFFY LITTLE WEB-SHOOTERS INTO PLAY--AND FAST!
THWIP!
THWIP!
DESPERATELY, SPIDER-MAN TWISTS HIS AGILE BODY IN MID-AIR--
--THEN COMES THE INEVITABLE IMPACT!
BULLSEYE!
MY WEB-MATTRESS MANAGED TO CUSHION THE FALL JUST ENOUGH!
WHUMP!
NOW, MY FRIEND, CAN WE DISCUSS THIS SITUATION LIKE TWO RATIONAL PEOPLE?
I GUESS THAT'S THE LEAST WE CAN DO, WISPY--SEEING HOW I OWE YOU MY... EH?
JONAH'S EVIDENCE! I MUST'VE DROPPED IT WHEN I LANDED!
IS SOMETHING WRONG, SPIDER-MAN?
NOT A THING--ONCE I PUT THIS LITTLE ENVELOPE AWAY!


THEN I'M AFRAID THERE IS SOMETHING WRONG, MY FRIEND...
...FOR THAT LOOKS LIKE THE ENVELOPE I'VE COME HERE TO STEAL...
...AND, ONE WAY OR ANOTHER, I'M GOING TO HAVE IT!
TH-THAT GLOW FROM HIS CHEST, IT'S--IT'S HYPNOTIZED ME!
I--I'M COMPLETELY IMMOBILE!
IF WISPY TAKES THIS ENVELOPE FROM ME AND FINDS OUT WHAT'S INSIDE, MY CAREER MAY WELL BE OVER--
NOW, MY FRIEND, WILL YOU HAND ME MY ENVELOPE--AND I'LL BE ON MY WAY!
QUICKLY PLEASE, BEFORE... EH?
STOP--RIGHT WHERE YOU ARE!
--BUT THERE'S NO WAY I CAN TELL HIM THAT THIS DOESN'T BELONG TO HIM!
IT TOOK ME A WHILE TO FIND YOU AGAIN, WALL-CRAWLER--
--BUT THIS TIME, THE SPIDER-SLAYER IS GOING TO FINISH YOU!
SWELL! THAT'S ALL I NEEDED! I'M CAUGHT BETWEEN TWO OF THEM NOW--
--AND THERE'S NO WAY ON EARTH FOR ME TO FIGHT BACK!
NEXT ISSUE:
IF YOU THINK SPIDEY HAS TROUBLES NOW, HERE AT THE ROCKEFELLER CENTER SKATING RINK, WAIT'LL YOU SEE WHAT HAPPENS WHEN OUR HERO HITS BROADWAY! BE HERE FOR...
"WARFARE ON THE GREAT WHITE WAY!"

SPIDER-MAN
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MAY
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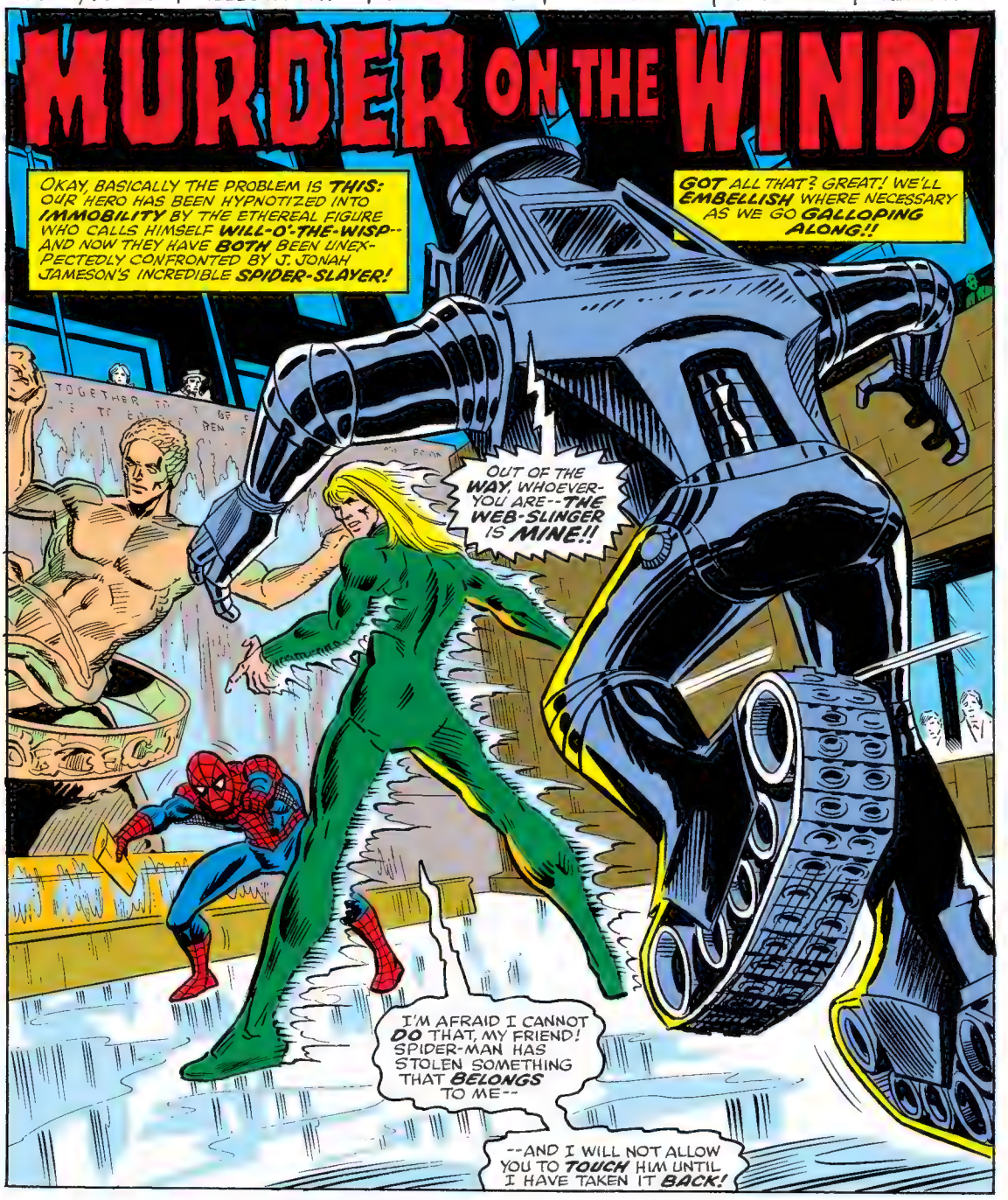
the AMAZING SPIDER-MAN®
©1977 MARVEL COMICS GROUP
SOME MEN CALL ME WILL-O'-THE-WISP!
BUT YOU CAN CALL ME DEATH!
INTRODUCING THE MOST SENSES-SHATTERING NEW SUPER-STAR OF ALL!
SLAVE LABOR

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

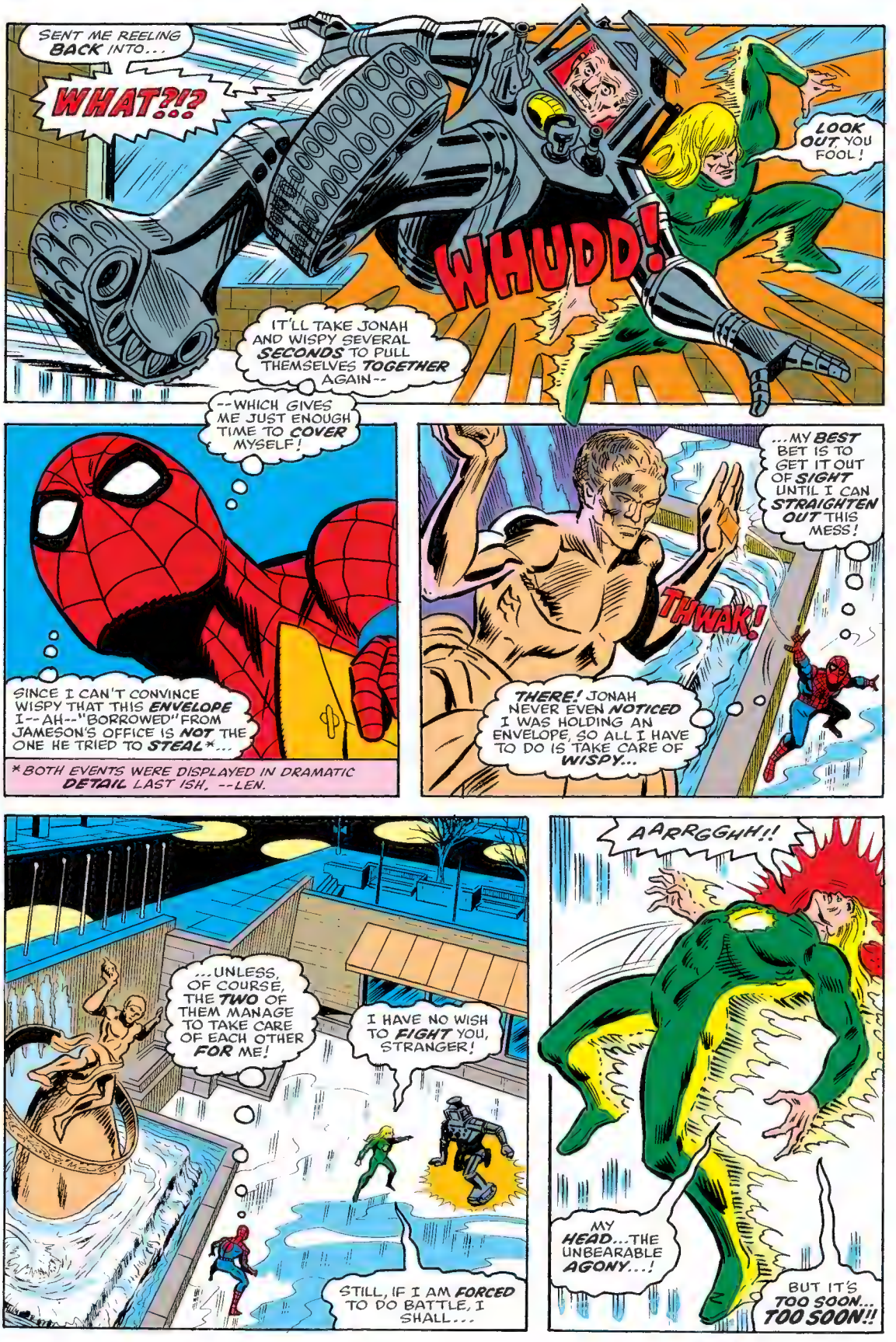
Stan Lee PRESENTS: **THE AMAZING SPIDER-MAN**™

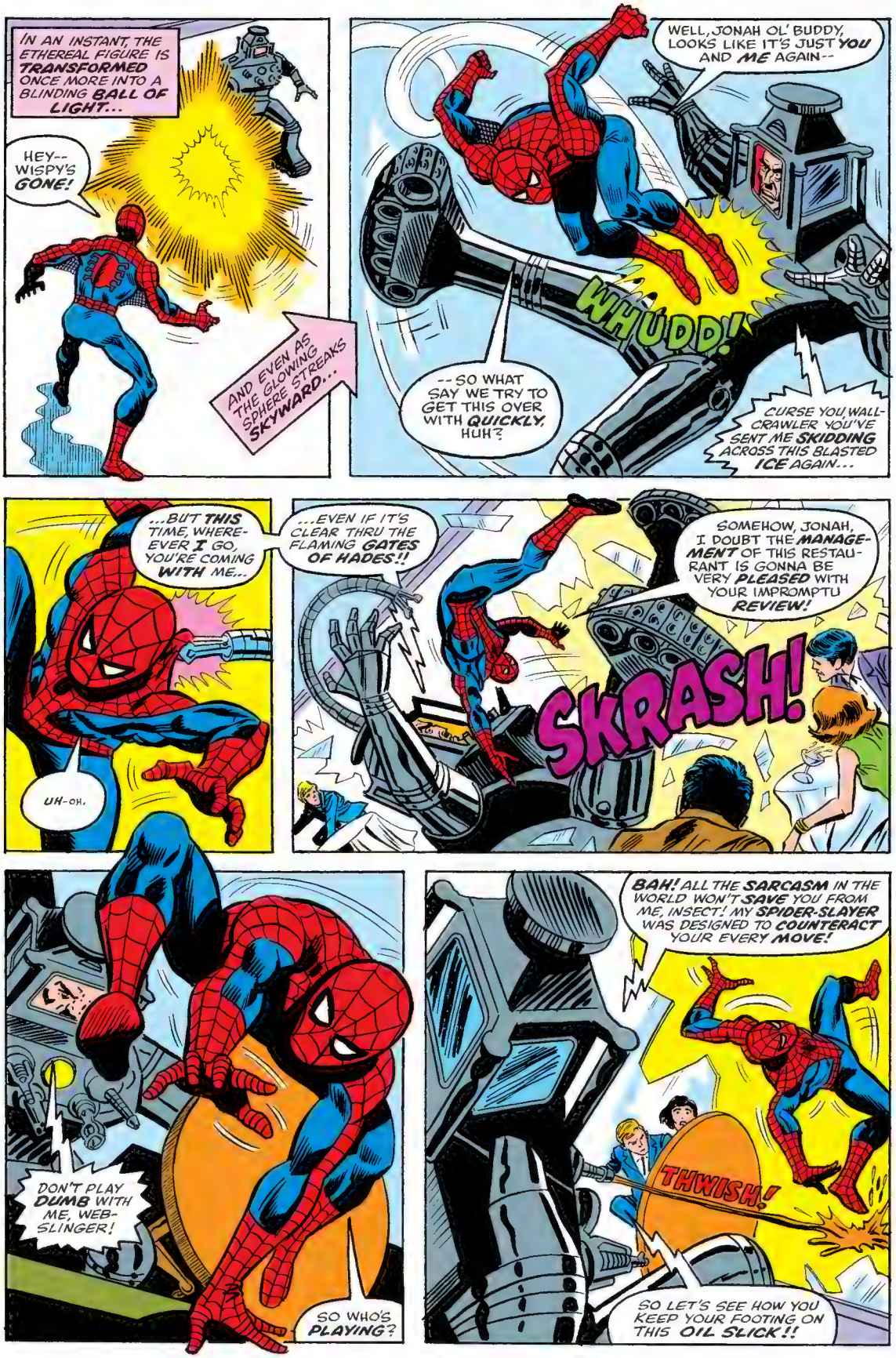
LEN WEIN WRITER/EDITOR | ROSS ANDRU ILLUSTRATOR | MIKE ESPOSITO EMBELLISHER | GLYNIS WEIN COLORIST | JOE ROSEN LETTERER | IRV FORBUSH REFEREE

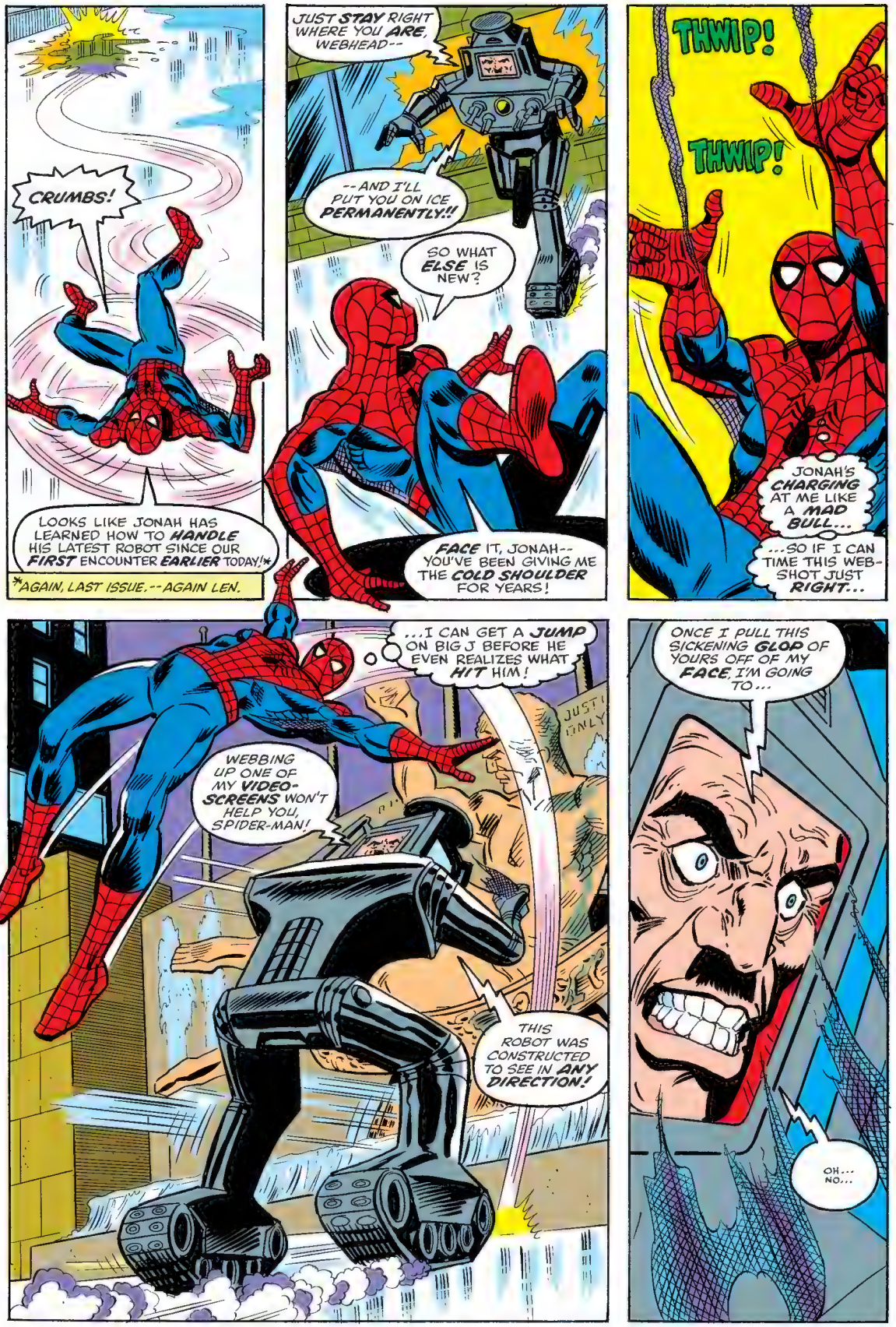
MURDER ON THE WIND!

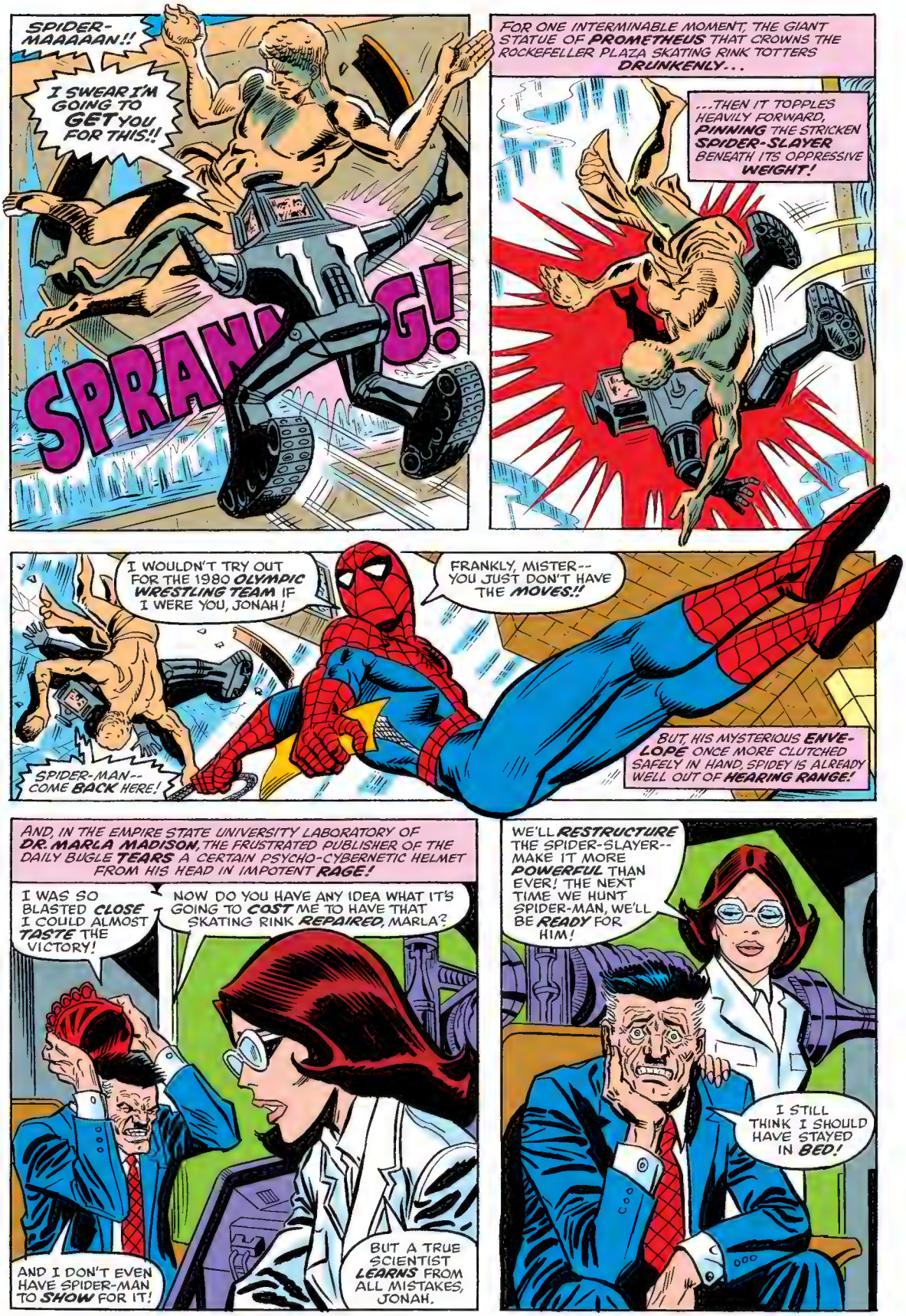

OKAY, BASICALLY THE PROBLEM IS THIS: OUR HERO HAS BEEN HYPNOTIZED INTO IMMOBILITY BY THE ETHEREAL FIGURE WHO CALLS HIMSELF WILL-O'-THE-WISP--AND NOW THEY HAVE BOTH BEEN UNEXPECTEDLY CONFRONTED BY J. JONAH JAMESON'S INCREDIBLE SPIDER-SLAYER!
GOT ALL THAT? GREAT! WE'LL EMBELLISH WHERE NECESSARY AS WE GO GALLOPING ALONG!!
OUT OF THE WAY, WHOEVER-YOU ARE--THE WEB-SLINGER IS MINE!!
I'M AFRAID I CANNOT DO THAT, MY FRIEND! SPIDER-MAN HAS STOLEN SOMETHING THAT BELONGS TO ME--
--AND I WILL NOT ALLOW YOU TO TOUCH HIM UNTIL I HAVE TAKEN IT BACK!

WELL, DON'T SAY I DIDN'T WARN YOU, MISTER!
I'VE WAITED MOST OF MY LIFE TO PUT AN END TO THAT MISERABLE WALL-CRAWLER--
--AND NOTHING IS GOING TO STOP ME, NOW THAT I'M THIS CLOSE...
...LEAST OF ALL, YOU!!
HUH? THAT BLINDING CHEST-LIGHT OF JONAH'S... STRIKING ME SQUARE IN THE FACE...!
SOMEHOW... IT'S BROKEN WISPY'S HYPNOTIC SPELL!
JUMPING JUPITER! WHAT KIND OF CHARACTER ARE YOU?
THE SPIDER-SLAYER IS PASSING CLEAR THRU YOU--!
AND HEADING STRAIGHT AT ME!
AND SINCE I DON'T SHARE WISPY'S ABILITY TO CONSCIOUSLY CONTROL HIS VERY MOLECULES--
WHUD!
--I GUESS I'LL JUST HAVE TO RELY ON THE SPIDER-SKILLS THAT HAVE MADE ME THE IDOL OF MILLIONS!
DOROTHY HAMILL, EAT YOUR HEART OUT!
WHAT--?!? THE WEB-SLINGER'S KICK-- IT'S KNOCKED ME OFF-BALANCE--!

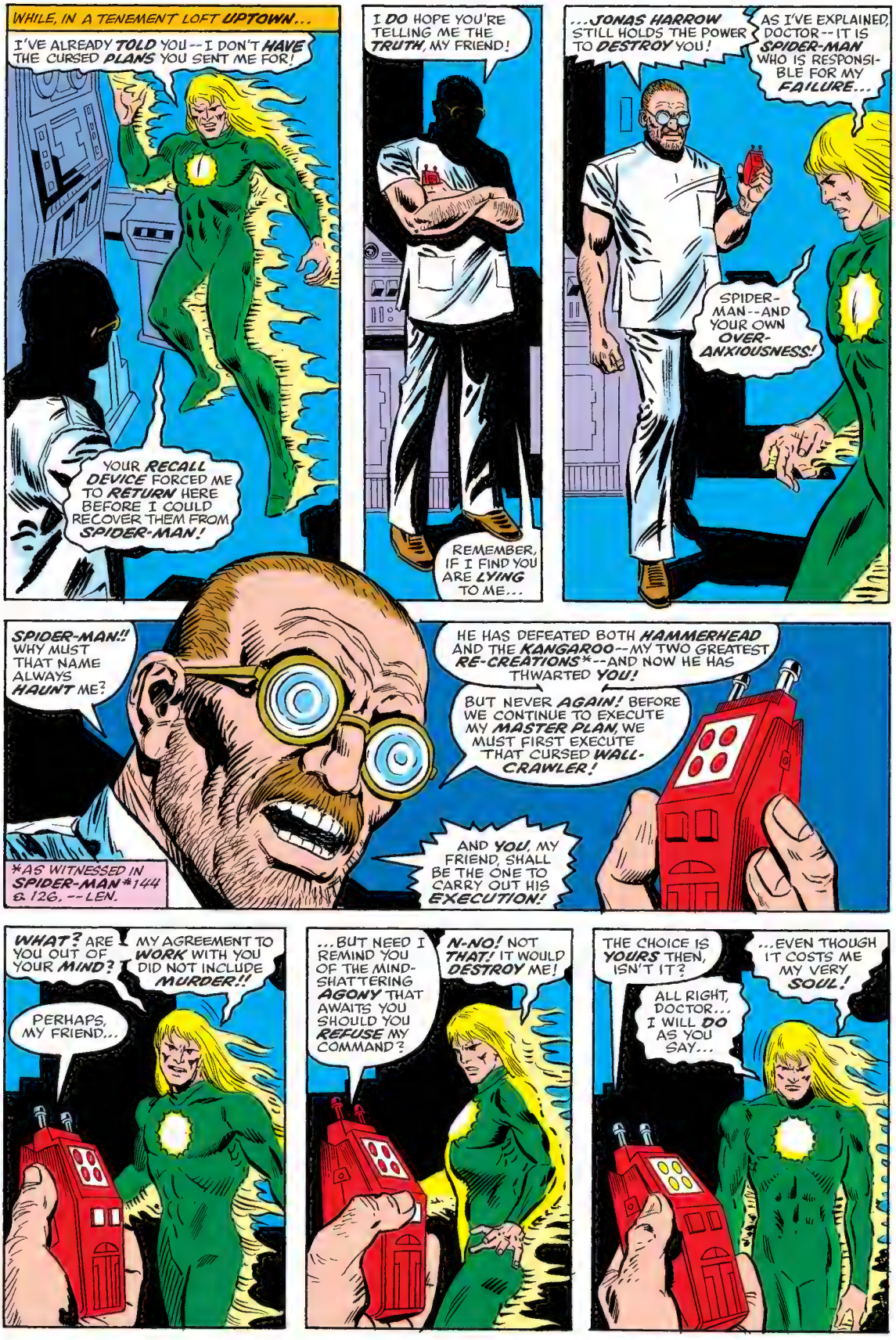

SENT ME REELING BACK INTO...
WHAT?!?
WHUDD!
LOOK OUT, YOU FOOL!
IT'LL TAKE JONAH AND WISPY SEVERAL SECONDS TO PULL THEMSELVES TOGETHER AGAIN--
--WHICH GIVES ME JUST ENOUGH TIME TO COVER MYSELF!
SINCE I CAN'T CONVINCE WISPY THAT THIS ENVELOPE I--AH--"BORROWED" FROM JAMESON'S OFFICE IS NOT THE ONE HE TRIED TO STEAL*...
*BOTH EVENTS WERE DISPLAYED IN DRAMATIC DETAIL LAST ISH, --LEN.
THWAK!
...MY BEST BET IS TO GET IT OUT OF SIGHT UNTIL I CAN STRAIGHTEN OUT THIS MESS!
THERE! JONAH NEVER EVEN NOTICED I WAS HOLDING AN ENVELOPE, SO ALL I HAVE TO DO IS TAKE CARE OF WISPY...
...UNLESS, OF COURSE, THE TWO OF THEM MANAGE TO TAKE CARE OF EACH OTHER FOR ME!
I HAVE NO WISH TO FIGHT YOU, STRANGER!
STILL, IF I AM FORCED TO DO BATTLE, I SHALL...
AARRGGHH!!
MY HEAD...THE UNBEARABLE AGONY...!
BUT IT'S TOO SOON... TOO SOON!!


IN AN INSTANT, THE ETHEREAL FIGURE IS TRANSFORMED ONCE MORE INTO A BLINDING BALL OF LIGHT...
HEY-- WISPY'S GONE!
AND EVEN AS THE GLOWING SPHERE STREAKS SKYWARD...
WELL, JONAH OL' BUDDY, LOOKS LIKE IT'S JUST YOU AND ME AGAIN--
WHUDD!
--SO WHAT SAY WE TRY TO GET THIS OVER WITH QUICKLY, HUH?
CURSE YOU, WALL-CRAWLER YOU'VE SENT ME SKIDDING ACROSS THIS BLASTED ICE AGAIN...
...BUT THIS TIME, WHEREEVER I GO, YOU'RE COMING WITH ME...
UH-OH.
...EVEN IF IT'S CLEAR THRU THE FLAMING GATES OF HADES!!
SOMEHOW, JONAH, I DOUBT THE MANAGEMENT OF THIS RESTAURANT IS GONNA BE VERY PLEASED WITH YOUR IMPROMPTU REVIEW!
SKRASH!
DON'T PLAY DUMB WITH ME, WEB-SLINGER!
SO WHO'S PLAYING?
BAH! ALL THE SARCASM IN THE WORLD WON'T SAVE YOU FROM ME, INSECT! MY SPIDER-SLAYER WAS DESIGNED TO COUNTERACT YOUR EVERY MOVE!
THWISH!
SO LET'S SEE HOW YOU KEEP YOUR FOOTING ON THIS OIL SLICK!!

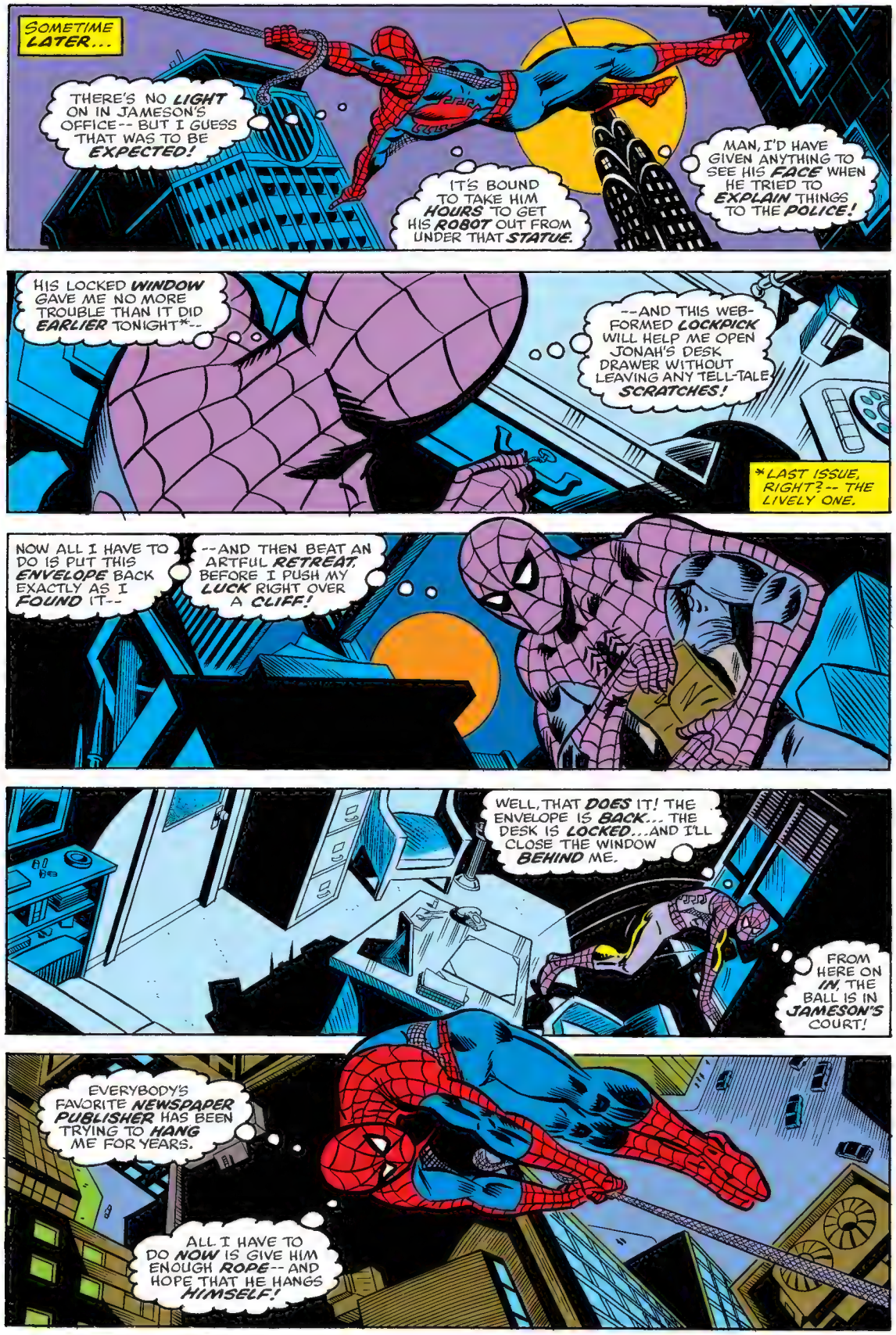

CRUMBS!
LOOKS LIKE JONAH HAS LEARNED HOW TO HANDLE HIS LATEST ROBOT SINCE OUR FIRST ENCOUNTER EARLIER TODAY!*
*AGAIN, LAST ISSUE.--AGAIN LEN.
JUST STAY RIGHT WHERE YOU ARE, WEBHEAD--
--AND I'LL PUT YOU ON ICE PERMANENTLY!!
SO WHAT ELSE IS NEW?
FACE IT, JONAH--YOU'VE BEEN GIVING ME THE COLD SHOULDER FOR YEARS!
THWIP!
THWIP!
JONAH'S CHARGING AT ME LIKE A MAD BULL...
...SO IF I CAN TIME THIS WEB-SHOT JUST RIGHT...
...I CAN GET A JUMP ON BIG J BEFORE HE EVEN REALIZES WHAT HIT HIM!
WEBBING UP ONE OF MY VIDEO-SCREENS WON'T HELP YOU, SPIDER-MAN!
THIS ROBOT WAS CONSTRUCTED TO SEE IN ANY DIRECTION!
ONCE I PULL THIS SICKENING GLOP OF YOURS OFF OF MY FACE, I'M GOING TO...
OH... NO...

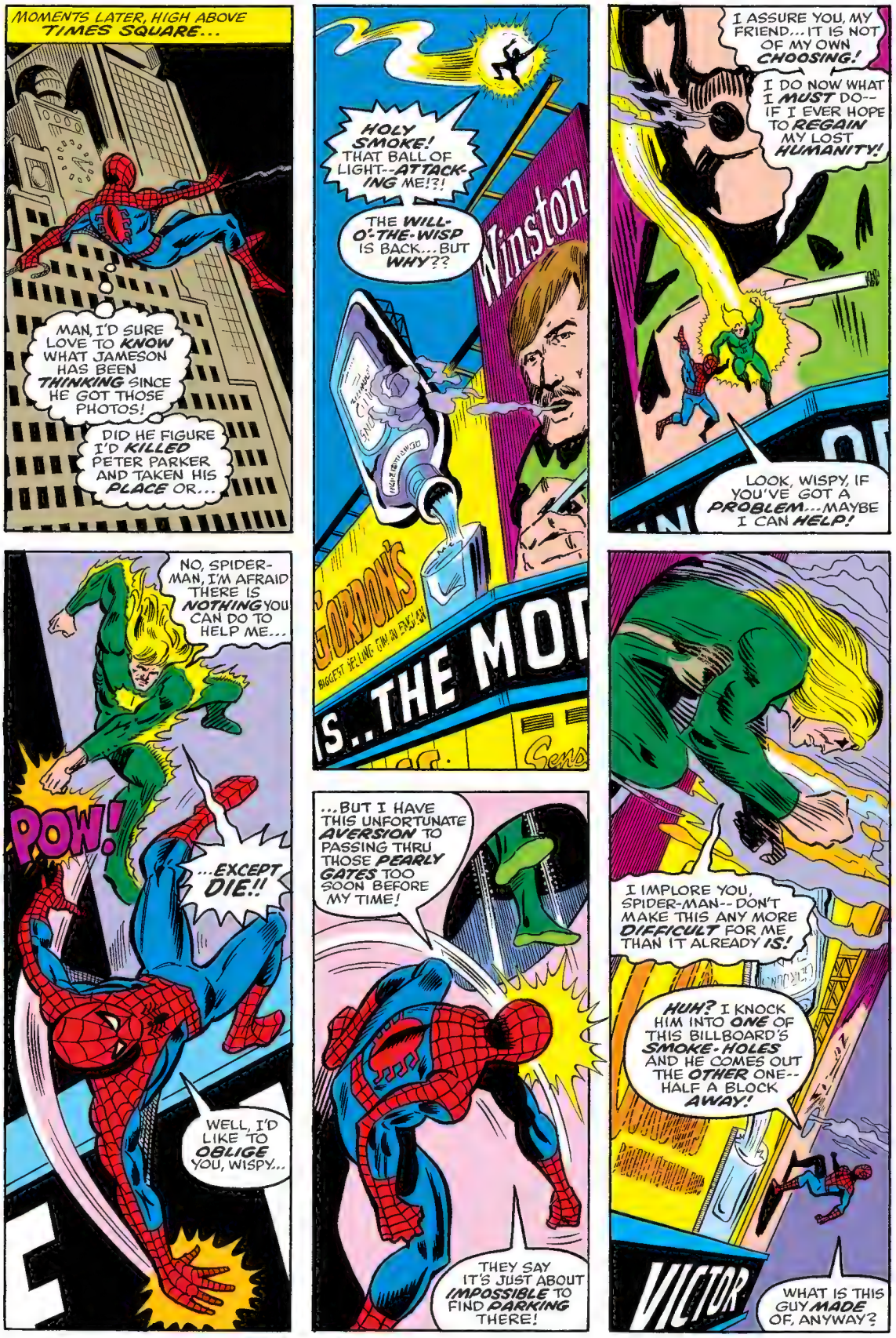

SPIDER-MAAAAAN!!
I SWEAR I'M GOING TO GET YOU FOR THIS!!
SPRANG!
FOR ONE INTERMINABLE MOMENT, THE GIANT STATUE OF PROMETHEUS THAT CROWNS THE ROCKEFELLER PLAZA SKATING RINK TOTTERS DRUNKENLY...
...THEN IT TOPPLES HEAVILY FORWARD, PINNING THE STRICKEN SPIDER-SLAYER BENEATH ITS OPPRESSIVE WEIGHT!
I WOULDN'T TRY OUT FOR THE 1980 OLYMPIC WRESTLING TEAM IF I WERE YOU, JONAH!
FRANKLY, MISTER-- YOU JUST DON'T HAVE THE MOVES!!
SPIDER-MAN-- COME BACK HERE!
BUT, HIS MYSTERIOUS ENVELOPE ONCE MORE CLUTCHED SAFELY IN HAND, SPIDEY IS ALREADY WELL OUT OF HEARING RANGE!
AND, IN THE EMPIRE STATE UNIVERSITY LABORATORY OF DR. MARLA MADISON, THE FRUSTRATED PUBLISHER OF THE DAILY BUGLE TEARS A CERTAIN PSYCHO-CYBERNETIC HELMET FROM HIS HEAD IN IMPOTENT RAGE!
I WAS SO BLASTED CLOSE I COULD ALMOST TASTE THE VICTORY!
NOW DO YOU HAVE ANY IDEA WHAT IT'S GOING TO COST ME TO HAVE THAT SKATING RINK REPAIRED, MARLA?
AND I DON'T EVEN HAVE SPIDER-MAN TO SHOW FOR IT!
BUT A TRUE SCIENTIST LEARNS FROM ALL MISTAKES, JONAH.
WE'LL RESTRUCTURE THE SPIDER-SLAYER-- MAKE IT MORE POWERFUL THAN EVER! THE NEXT TIME WE HUNT SPIDER-MAN, WE'LL BE READY FOR HIM!
I STILL THINK I SHOULD HAVE STAYED IN BED!

SHORTLY, ON THE TAR-PAPERED ROOF OF PETER PARKER'S RUNDOWN APARTMENT BUILDING IN MANHATTAN'S CHELSEA DISTRICT...
I'VE CUT THINGS CLOSE BEFORE -- BUT RARELY QUITE AS CLOSE AS TONIGHT!
IF JONAH HAD RECOGNIZED THAT ENVELOPE AS THE ONE HE KEEPS LOCKED IN HIS OFFICE DESK--
--THE ENVELOPE THAT CONTAINS HIS SO-CALLED EVIDENCE AGAINST SPIDER-MAN--
--I'D HAVE BEEN UP THE CREEK WITHOUT THE PROVERBIAL PADDLE!
ESPECIALLY SINCE I STILL HAVEN'T HAD A CHANCE TO LOOK INSIDE AND SEE WHAT JONAH HAS AGAINST ME!
BUT THAT'S A LITTLE PROBLEM I CAN RESOLVE RIGHT NOW!
I'LL JUST OPEN THE ENVELOPE CAREFULLY AND TAKE A LITTLE LOOK AT...
OH... MY... LORD...
THESE ARE PHOTOS OF ME -- AND THAT DUPLICATE CLONE THAT THE JACKAL USED AGAINST ME!*
BUT WHERE IN PITY'S NAME DID THEY COME FROM?
*BACK IN SPIDER-MAN #149, RIGHT?-- LEN.
I...I REMEMBER NOW!
I THOUGHT I SENSED SOMEBODY WATCHING ME WHEN I DISPOSED OF THE CORPSE AT THAT INCINERATING PLANT OUT IN BROOKLYN!*
*IF YOU DON'T BELIEVE SPIDEY, JUST CHECK OUT ISSUE #151, PAGE 2, PANEL 5, AND SEE FOR YOURSELF. --PLAN-AHEAD LEN.
BUT WHO IS RESPONSIBLE FOR THIS?
WHY DID HE SEND THESE PHOTOS TO J. JONAH JAMESON?
AND, MOST IMPORTANTLY OF ALL -- WHAT AM I SUPPOSED TO DO NOW?

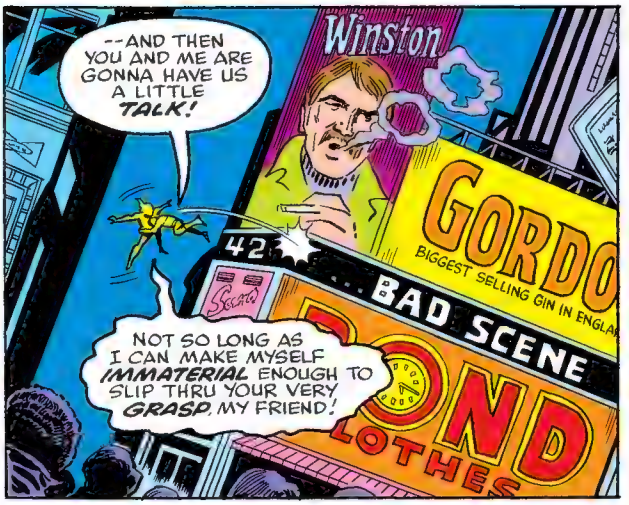

WHILE, IN A TENEMENT LOFT UPTOWN...
I'VE ALREADY TOLD YOU--I DON'T HAVE THE CURSED PLANS YOU SENT ME FOR!
YOUR RECALL DEVICE FORCED ME TO RETURN HERE BEFORE I COULD RECOVER THEM FROM SPIDER-MAN!
I DO HOPE YOU'RE TELLING ME THE TRUTH, MY FRIEND!
REMEMBER, IF I FIND YOU ARE LYING TO ME...
...JONAS HARROW STILL HOLDS THE POWER TO DESTROY YOU!
AS I'VE EXPLAINED, DOCTOR--IT IS SPIDER-MAN WHO IS RESPONSIBLE FOR MY FAILURE...
SPIDER-MAN--AND YOUR OWN OVER-ANXIOUSNESS!
SPIDER-MAN!! WHY MUST THAT NAME ALWAYS HAUNT ME?
HE HAS DEFEATED BOTH HAMMERHEAD AND THE KANGAROO--MY TWO GREATEST RE-CREATIONS*--AND NOW HE HAS THWARTED YOU!
BUT NEVER AGAIN! BEFORE WE CONTINUE TO EXECUTE MY MASTER PLAN, WE MUST FIRST EXECUTE THAT CURSED WALL-CRAWLER!
AND YOU, MY FRIEND, SHALL BE THE ONE TO CARRY OUT HIS EXECUTION!
*AS WITNESSED IN SPIDER-MAN #144 & 126, --LEN.
WHAT? ARE YOU OUT OF YOUR MIND?
MY AGREEMENT TO WORK WITH YOU DID NOT INCLUDE MURDER!!
PERHAPS, MY FRIEND...
...BUT NEED I REMIND YOU OF THE MIND-SHATTERING AGONY THAT AWAITS YOU SHOULD YOU REFUSE MY COMMAND?
N-NO! NOT THAT! IT WOULD DESTROY ME!
THE CHOICE IS YOURS THEN, ISN'T IT?
ALL RIGHT, DOCTOR... I WILL DO AS YOU SAY...
...EVEN THOUGH IT COSTS ME MY VERY SOUL!

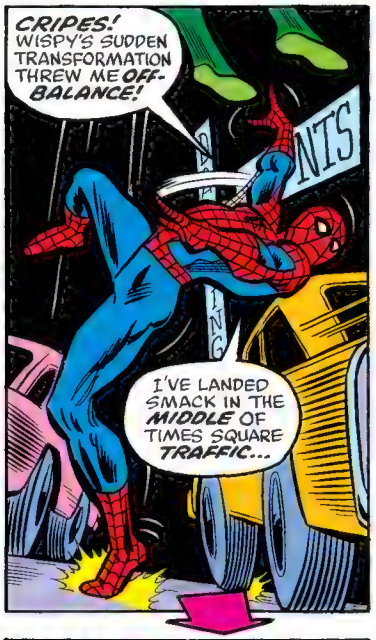
AND, IN PETER PARKER'S MAKESHIFT DARKROOM...
WELL, I'VE DONE JUST ABOUT EVERY-THING I CAN DO HERE.
IF THIS COCK-EYED SCHEME I'VE CONCOCTED DOESN'T WORK, I'LL JUST HAVE TO FACE THE MUSIC... EVEN IF IT'S A FUNERAL DIRGE!
I'LL LET THOSE NEGATIVES DRY-- THEN RETURN THE PHOTOS TO JAMESON'S DESK BEFORE HE DISCOVERS THEY'VE BEEN GONE!
AFTER THAT, ALL I CAN DO IS PRAY!
HEY--YOU WANT MILK OR LEMON WITH YOUR TEA, BROWN-EYES?
HUH? M-MARY JANE WATSON?!?
WHAT ARE YOU DOING HERE? HOW'D YOU GET IN?
I THOUGHT THAT'S WHY YOU GAVE ME THAT KEY, TIGER.
I HEARD YOU PUTTERING AROUND IN YOUR DARK-ROOM, AND DIDN'T WANT TO DISTURB YOU--SO I PUT UP TEA FOR TWO!
PRETTY LADY, YOU COULDN'T DISTURB ME IF YOU TRIED!
GLAD TO HEAR THAT, HANDSOME. I'D HATE TO THINK I'D WASTED A PERFECTLY GOOD TEABAG!
HONESTLY, RED-- I'M GLAD YOU DROPPED BY. I COULD USE SOME GOOD COMPANY ABOUT NOW...
...AND I CAN'T THINK OF ANY BETTER COMPANY THAN YOURS!
MR. PARKER, YOU DO SAY THE SWEETEST THINGS.
I'D SAY WE DEFINITELY OUGHT TO EXPLORE THIS SITUATION IN GREATER DETAIL BEFORE WE...
OH, RATS! THE TEA-KETTLE IS WHISTLING! NOW WHAT DO I DO?
LET IT WHISTLE, MARY JANE... JUST LET IT WHISTLE!
WHEEEET!

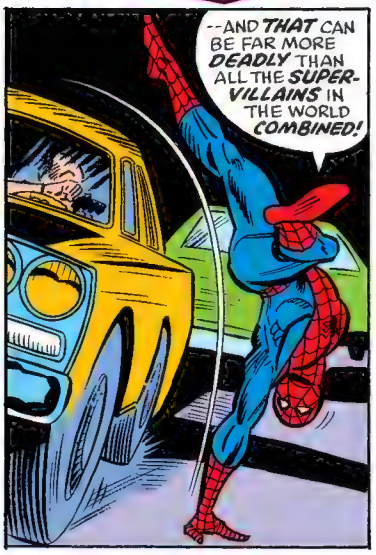

SOMETIME LATER...
THERE'S NO LIGHT ON IN JAMESON'S OFFICE-- BUT I GUESS THAT WAS TO BE EXPECTED!
IT'S BOUND TO TAKE HIM HOURS TO GET HIS ROBOT OUT FROM UNDER THAT STATUE.
MAN, I'D HAVE GIVEN ANYTHING TO SEE HIS FACE WHEN HE TRIED TO EXPLAIN THINGS TO THE POLICE!
HIS LOCKED WINDOW GAVE ME NO MORE TROUBLE THAN IT DID EARLIER TONIGHT*--
--AND THIS WEB-FORMED LOCKPICK WILL HELP ME OPEN JONAH'S DESK DRAWER WITHOUT LEAVING ANY TELL-TALE SCRATCHES!
*LAST ISSUE, RIGHT? -- THE LIVELY ONE.
NOW ALL I HAVE TO DO IS PUT THIS ENVELOPE BACK EXACTLY AS I FOUND IT--
--AND THEN BEAT AN ARTFUL RETREAT, BEFORE I PUSH MY LUCK RIGHT OVER A CLIFF!
WELL, THAT DOES IT! THE ENVELOPE IS BACK... THE DESK IS LOCKED...AND I'LL CLOSE THE WINDOW BEHIND ME.
FROM HERE ON IN, THE BALL IS IN JAMESON'S COURT!
EVERYBODY'S FAVORITE NEWSPAPER PUBLISHER HAS BEEN TRYING TO HANG ME FOR YEARS.
ALL I HAVE TO DO NOW IS GIVE HIM ENOUGH ROPE-- AND HOPE THAT HE HANGS HIMSELF!


MOMENTS LATER, HIGH ABOVE TIMES SQUARE...
MAN, I'D SURE LOVE TO KNOW WHAT JAMESON HAS BEEN THINKING SINCE HE GOT THOSE PHOTOS!
DID HE FIGURE I'D KILLED PETER PARKER AND TAKEN HIS PLACE OR...
HOLY SMOKE! THAT BALL OF LIGHT--ATTACKING ME!?!
THE WILL-O'-THE-WISP IS BACK...BUT WHY??
Winston
I ASSURE YOU, MY FRIEND...IT IS NOT OF MY OWN CHOOSING!
I DO NOW WHAT I MUST DO--IF I EVER HOPE TO REGAIN MY LOST HUMANITY!
LOOK, WISPY, IF YOU'VE GOT A PROBLEM...MAYBE I CAN HELP!
NO, SPIDER-MAN, I'M AFRAID THERE IS NOTHING YOU CAN DO TO HELP ME...
POW!
...EXCEPT DIE!!
WELL, I'D LIKE TO OBLIGE YOU, WISPY...
...BUT I HAVE THIS UNFORTUNATE AVERSION TO PASSING THRU THOSE PEARLY GATES TOO SOON BEFORE MY TIME!
THEY SAY IT'S JUST ABOUT IMPOSSIBLE TO FIND PARKING THERE!
I IMPLORE YOU, SPIDER-MAN--DON'T MAKE THIS ANY MORE DIFFICULT FOR ME THAN IT ALREADY IS!
HUH? I KNOCK HIM INTO ONE OF THIS BILLBOARD'S SMOKE-HOLES AND HE COMES OUT THE OTHER ONE--HALF A BLOCK AWAY!
VICTOR
WHAT IS THIS GUY MADE OF, ANYWAY?

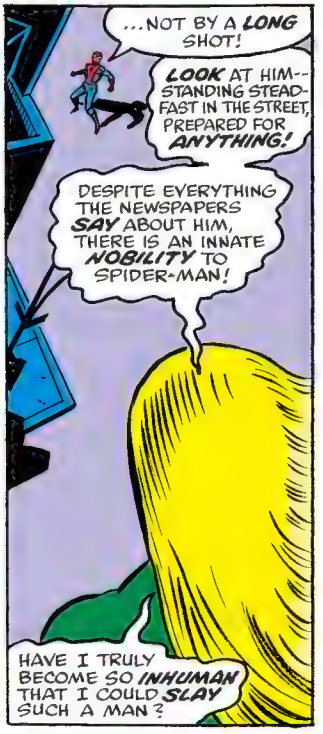
WELL, I GUESS THERE'S ONLY ONE WAY TO FIND OUT FOR SURE!
YOU JUST STAND RIGHT THERE FOR A SECOND, WISPY--

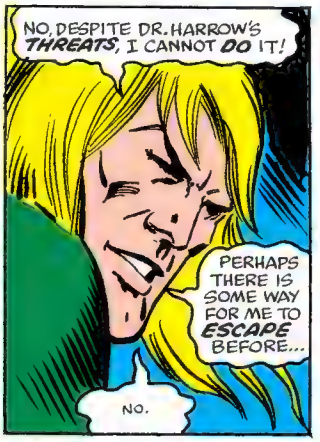

--AND THEN YOU AND ME ARE GONNA HAVE US A LITTLE TALK!
Winston
GORDO
BIGGEST SELLING GIN IN ENGLA
42
BAD SCENE
NOT SO LONG AS I CAN MAKE MYSELF IMMATERIAL ENOUGH TO SLIP THRU YOUR VERY GRASP, MY FRIEND!

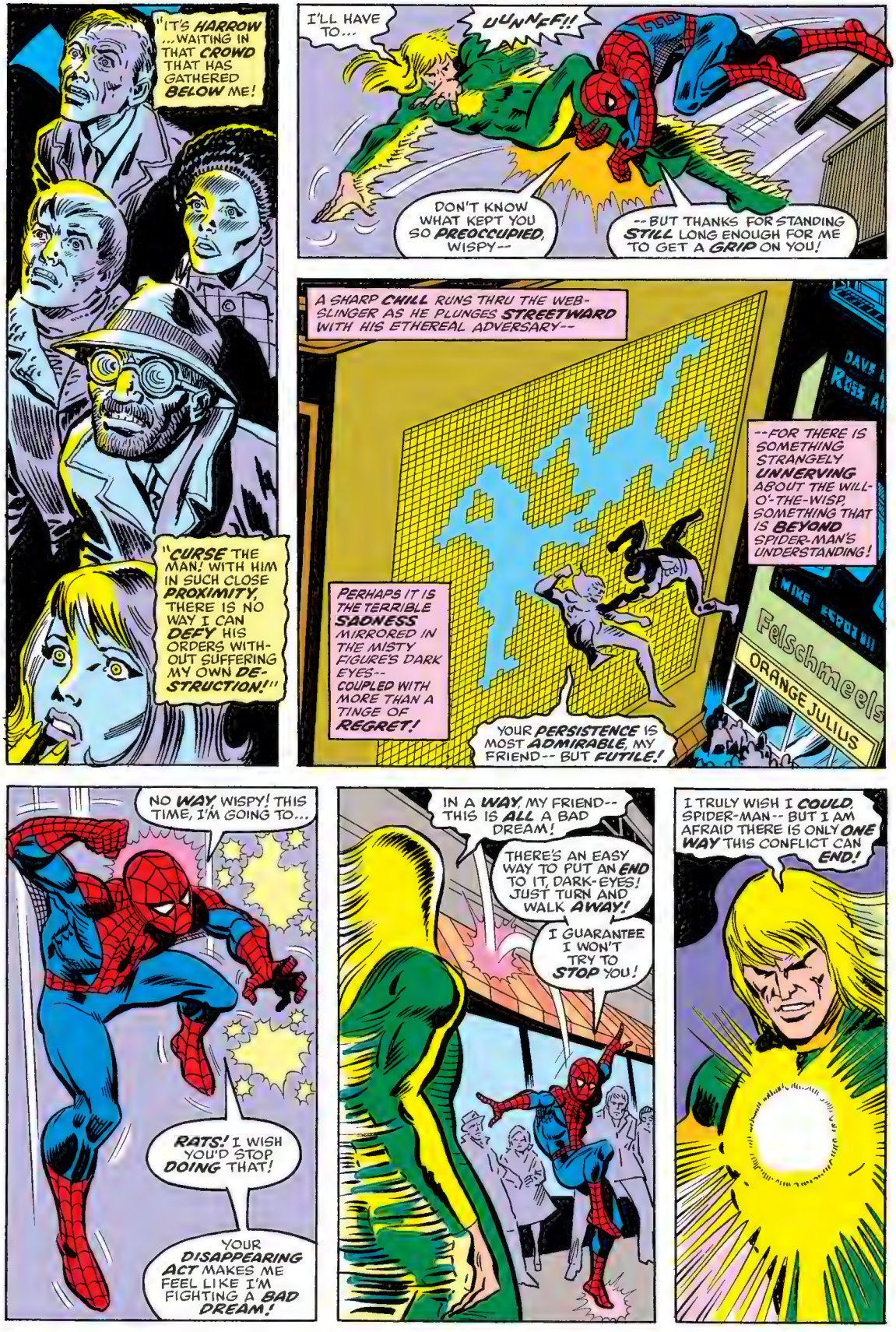

CRIPES! WISPY'S SUDDEN TRANSFORMATION THREW ME OFF-BALANCE!
I'VE LANDED SMACK IN THE MIDDLE OF TIMES SQUARE TRAFFIC...


--AND THAT CAN BE FAR MORE DEADLY THAN ALL THE SUPER-VILLAINS IN THE WORLD COMBINED!

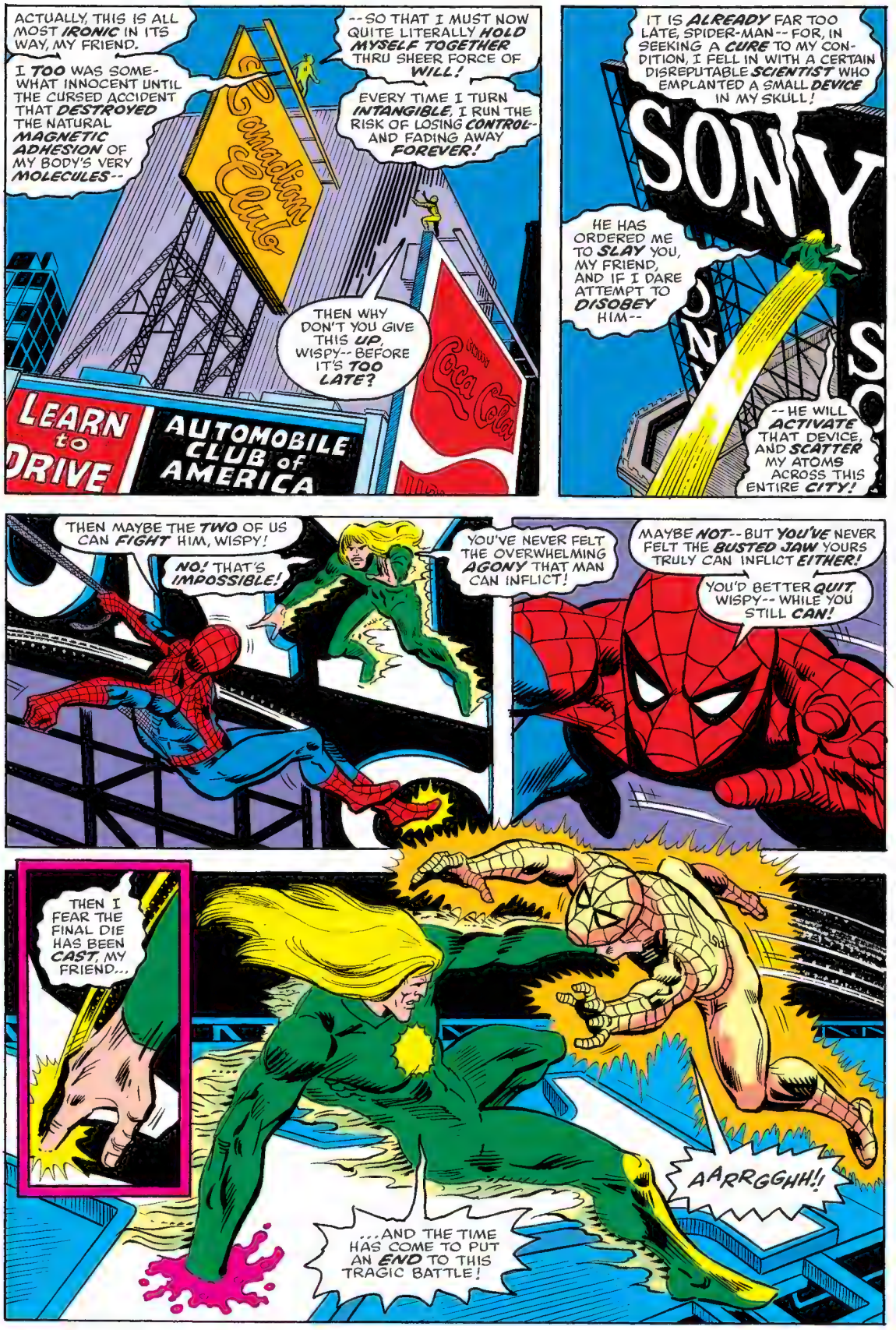
SAFE! BUT I'LL TELL YA-- THAT SORT OF EXERCISE CAN TURN YOUR HAIR TERMINALLY WHITE AT A VERY EARLY AGE!
LOOKS LIKE WISPY FLOATED OFF AGAIN BEFORE HE EVER HIT THE STREET--
SONY
Canadian Club
Coca-Cola
--BUT SOMETHING TELLS ME OUR LITTLE "DISCUSSION" ISN'T OVER YET...

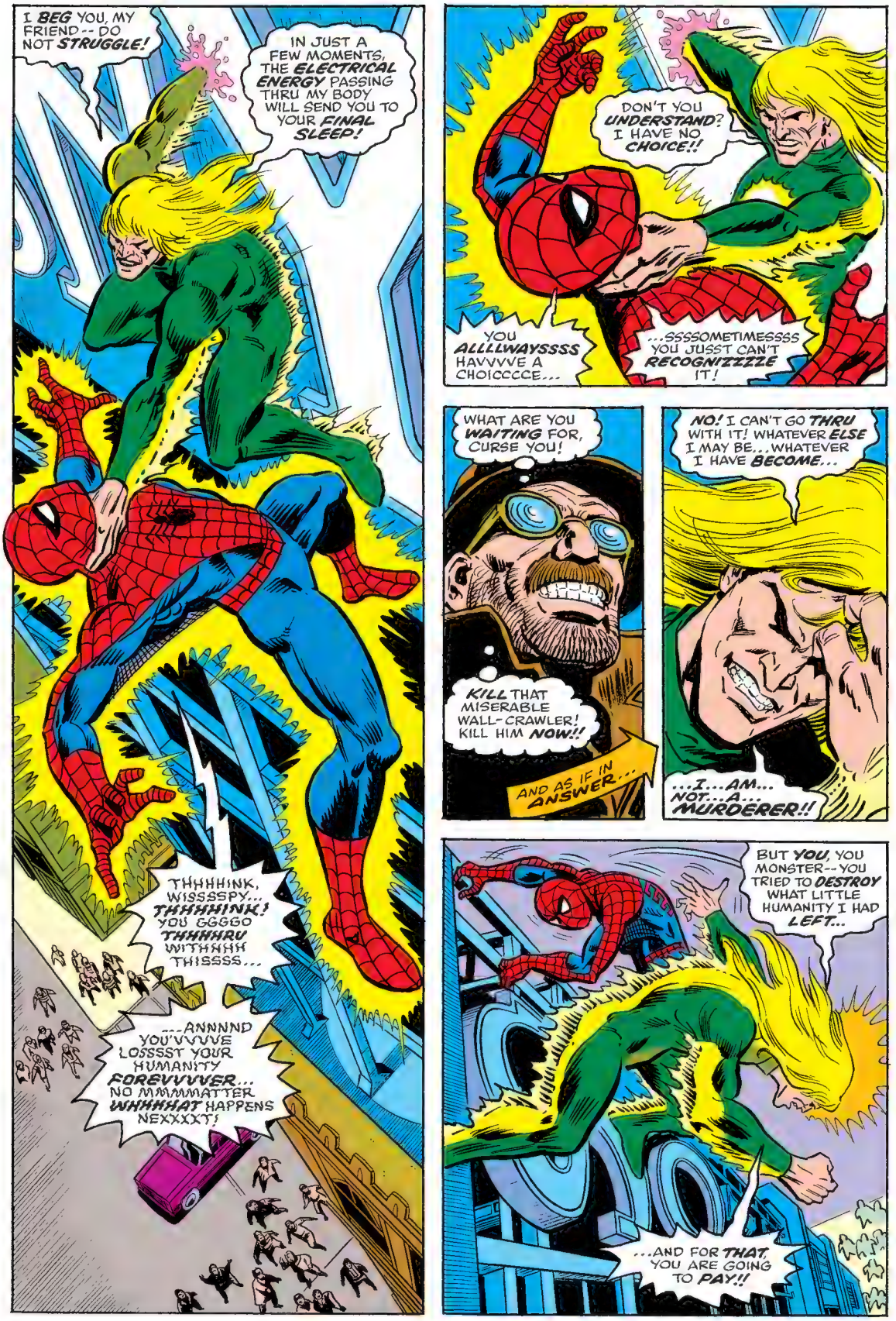

...NOT BY A LONG SHOT!
LOOK AT HIM-- STANDING STEADFAST IN THE STREET, PREPARED FOR ANYTHING!
DESPITE EVERYTHING THE NEWSPAPERS SAY ABOUT HIM, THERE IS AN INNATE NOBILITY TO SPIDER-MAN!
HAVE I TRULY BECOME SO INHUMAN THAT I COULD SLAY SUCH A MAN?

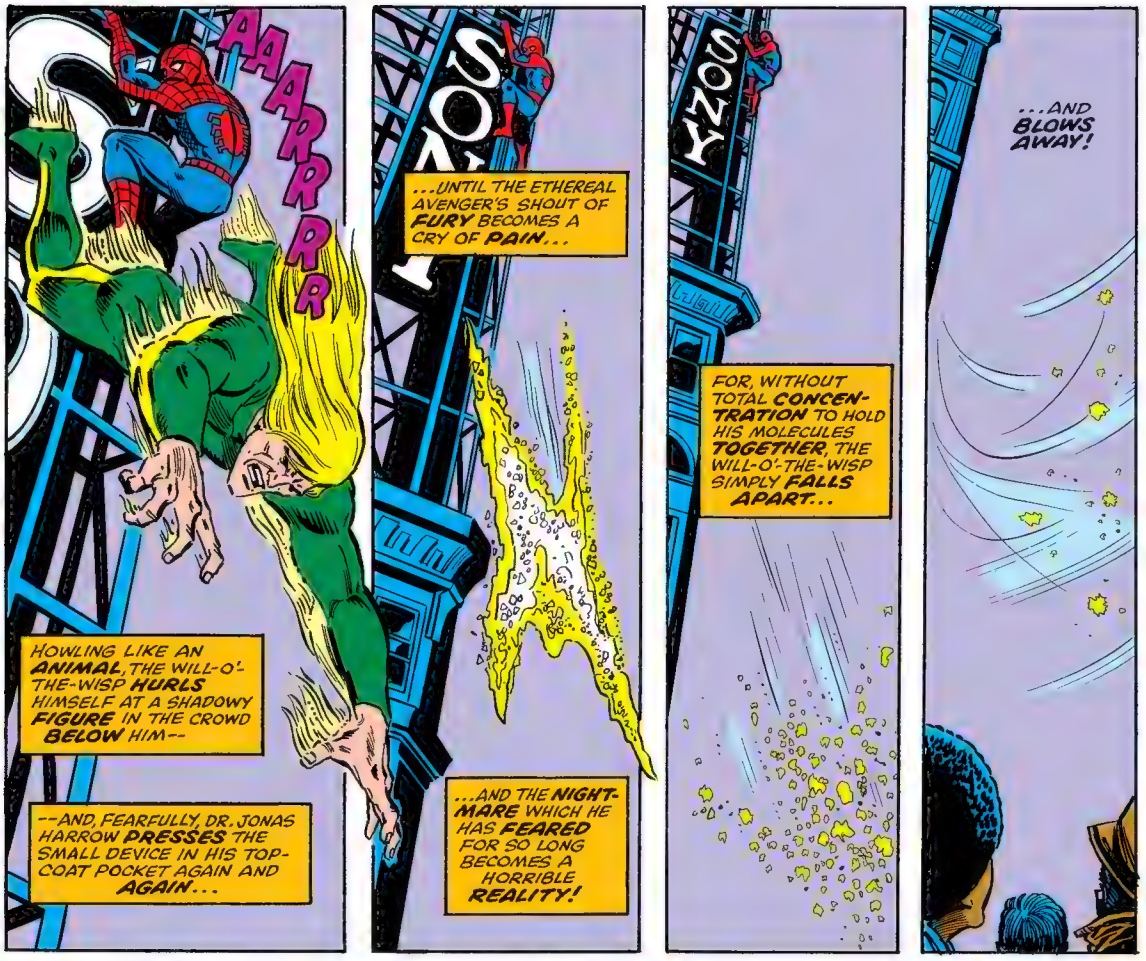

NO, DESPITE DR. HARROW'S THREATS, I CANNOT DO IT!
PERHAPS THERE IS SOME WAY FOR ME TO ESCAPE BEFORE...
NO.

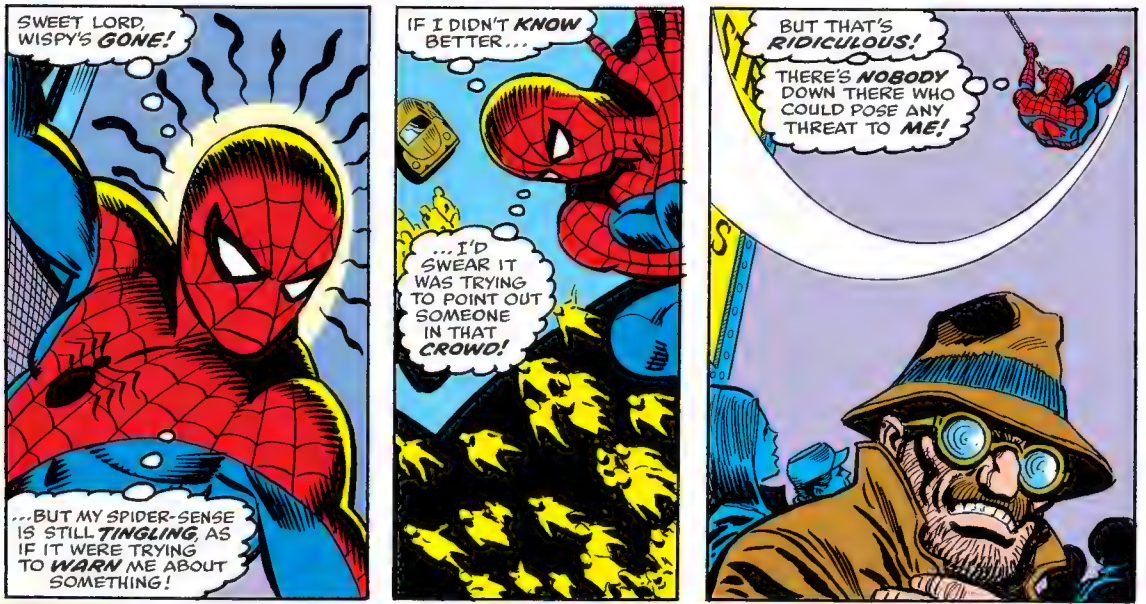

"IT'S HARROW ...WAITING IN THAT CROWD THAT HAS GATHERED BELOW ME!
"CURSE THE MAN! WITH HIM IN SUCH CLOSE PROXIMITY, THERE IS NO WAY I CAN DEFY HIS ORDERS WITHOUT SUFFERING MY OWN DESTRUCTION!"
I'LL HAVE TO...
UUNNEF!!
DON'T KNOW WHAT KEPT YOU SO PREOCCUPIED, WISPY--
--BUT THANKS FOR STANDING STILL LONG ENOUGH FOR ME TO GET A GRIP ON YOU!
A SHARP CHILL RUNS THRU THE WEB-SLINGER AS HE PLUNGES STREETWARD WITH HIS ETHEREAL ADVERSARY--
--FOR THERE IS SOMETHING STRANGELY UNNERVING ABOUT THE WILL-O'-THE-WISP, SOMETHING THAT IS BEYOND SPIDER-MAN'S UNDERSTANDING!
PERHAPS IT IS THE TERRIBLE SADNESS MIRRORED IN THE MISTY FIGURE'S DARK EYES-- COUPLED WITH MORE THAN A TINGE OF REGRET!
YOUR PERSISTENCE IS MOST ADMIRABLE, MY FRIEND-- BUT FUTILE!
Felschneels
ORANGE JULIUS
NO WAY, WISPY! THIS TIME, I'M GOING TO...
RATS! I WISH YOU'D STOP DOING THAT!
YOUR DISAPPEARING ACT MAKES ME FEEL LIKE I'M FIGHTING A BAD DREAM!
IN A WAY, MY FRIEND-- THIS IS ALL A BAD DREAM!
THERE'S AN EASY WAY TO PUT AN END TO IT, DARK-EYES! JUST TURN AND WALK AWAY!
I GUARANTEE I WON'T TRY TO STOP YOU!
I TRULY WISH I COULD, SPIDER-MAN-- BUT I AM AFRAID THERE IS ONLY ONE WAY THIS CONFLICT CAN END!

NUH-UH! I'M NOT FALLING FOR THAT HYPNOSIS STUNT TWICE IN ONE...
OBOY.
SO NOW WHAT DO I DO? I CAN'T RISK HURTING ANY OF THESE PEOPLE-- SINCE THEY'RE ONLY FOLLOWING WISPY'S HYPNOTIC COMMANDS!
I'LL JUST HAVE TO GAIN SOME SOLID FOOTING AND GET OUT OF HERE BEFORE MY ADORING PUBLIC TEARS ME APART!
NOW I KNOW HOW PAUL McCARTNEY MUST FEEL WHEN HE GETS CORNERED BY A PACK OF HOWLING FANS!
EXCUSE ME, FATHER DUFFY-- BUT I'LL HAVE TO BORROW YOUR CROSS WHILE I LOOK FOR...
HEY, THERE HE IS-- ATOP THAT NEON SIGN!
WHY, MY FRIEND?
WHY DO YOU RUSH HEADLONG TOWARDS YOUR OWN DESTRUCTION?
OH, I DON'T KNOW-- DON'T HAVE ANYTHING BETTER TO DO, I GUESS!
OR MAYBE I JUST DON'T LIKE JOKERS WHO MAKE VICTIMS OUT OF INNOCENT PEOPLE!
WE ARE ALL VICTIMS TO SOME DEGREE, MY FRIEND!
MYSELF FAR MORE THAN MOST!
WHAT DO YOU WANT, WISPY-- A CRYING TOWEL?
NO-- JUST A LITTLE UNDERSTANDING, PERHAPS.
BUT YOU ARE RIGHT, SPIDER-MAN-- I WAS WRONG TO INVOLVE ANY INNOCENTS IN OUR PRIVATE STRUGGLE!
THUS, LET US TAKE OUR BATTLE WHERE NO INNOCENT CAN FOLLOW!


ACTUALLY, THIS IS ALL MOST IRONIC IN ITS WAY, MY FRIEND.
I TOO WAS SOMEWHAT INNOCENT UNTIL THE CURSED ACCIDENT THAT DESTROYED THE NATURAL MAGNETIC ADHESION OF MY BODY'S VERY MOLECULES--
--SO THAT I MUST NOW QUITE LITERALLY HOLD MYSELF TOGETHER THRU SHEER FORCE OF WILL!
EVERY TIME I TURN INTANGIBLE, I RUN THE RISK OF LOSING CONTROL--AND FADING AWAY FOREVER!
Canadian Club
THEN WHY DON'T YOU GIVE THIS UP, WISPY--BEFORE IT'S TOO LATE?
LEARN to DRIVE
AUTOMOBILE CLUB of AMERICA
IT IS ALREADY FAR TOO LATE, SPIDER-MAN--FOR, IN SEEKING A CURE TO MY CONDITION, I FELL IN WITH A CERTAIN DISREPUTABLE SCIENTIST WHO EMPLANTED A SMALL DEVICE IN MY SKULL!
SONY
HE HAS ORDERED ME TO SLAY YOU, MY FRIEND, AND IF I DARE ATTEMPT TO DISOBEY HIM--
--HE WILL ACTIVATE THAT DEVICE, AND SCATTER MY ATOMS ACROSS THIS ENTIRE CITY!
THEN MAYBE THE TWO OF US CAN FIGHT HIM, WISPY!
NO! THAT'S IMPOSSIBLE!
YOU'VE NEVER FELT THE OVERWHELMING AGONY THAT MAN CAN INFLICT!
MAYBE NOT--BUT YOU'VE NEVER FELT THE BUSTED JAW YOURS TRULY CAN INFLICT EITHER!
YOU'D BETTER QUIT, WISPY--WHILE YOU STILL CAN!
THEN I FEAR THE FINAL DIE HAS BEEN CAST, MY FRIEND...
AARRGGHH!!
...AND THE TIME HAS COME TO PUT AN END TO THIS TRAGIC BATTLE!


I BEG YOU, MY FRIEND -- DO NOT STRUGGLE!
IN JUST A FEW MOMENTS, THE ELECTRICAL ENERGY PASSING THRU MY BODY WILL SEND YOU TO YOUR FINAL SLEEP!
THHHHINK, WISSSSPY... THHHHHINK! YOU GGGGO THHHHRU WITHHHH THISSSS...
---ANNNND YOU'VVVVVE LOSSSST YOUR HUMANITY FOREVVVVER... NO MMMMATTER WHHHHAT HAPPENS NEXXXXT!
DON'T YOU UNDERSTAND? I HAVE NO CHOICE!!
YOU ALLLLWAYSSSS HAVVVVE A CHOICCCCE...
...SSSSOMETIMESSSS YOU JUSST CAN'T RECOGNIZZZZE IT!
WHAT ARE YOU WAITING FOR, CURSE YOU!
KILL THAT MISERABLE WALL-CRAWLER! KILL HIM NOW!!
AND AS IF IN ANSWER...
NO! I CAN'T GO THRU WITH IT! WHATEVER ELSE I MAY BE...WHATEVER I HAVE BECOME...
...I...AM... NOT...A... MURDERER!!
BUT YOU, YOU MONSTER -- YOU TRIED TO DESTROY WHAT LITTLE HUMANITY I HAD LEFT...
...AND FOR THAT, YOU ARE GOING TO PAY!!


AAARRRR
HOWLING LIKE AN ANIMAL, THE WILL-O'-THE-WISP HURLS HIMSELF AT A SHADOWY FIGURE IN THE CROWD BELOW HIM--
--AND, FEARFULLY, DR. JONAS HARROW PRESSES THE SMALL DEVICE IN HIS TOP-COAT POCKET AGAIN AND AGAIN...
...UNTIL THE ETHEREAL AVENGER'S SHOUT OF FURY BECOMES A CRY OF PAIN...
...AND THE NIGHT-MARE WHICH HE HAS FEARED FOR SO LONG BECOMES A HORRIBLE REALITY!
FOR, WITHOUT TOTAL CONCEN-TRATION TO HOLD HIS MOLECULES TOGETHER, THE WILL-O'-THE-WISP SIMPLY FALLS APART...
...AND BLOWS AWAY!


SWEET LORD, WISPY'S GONE!
...BUT MY SPIDER-SENSE IS STILL TINGLING, AS IF IT WERE TRYING TO WARN ME ABOUT SOMETHING!
IF I DIDN'T KNOW BETTER...
...I'D SWEAR IT WAS TRYING TO POINT OUT SOMEONE IN THAT CROWD!
BUT THAT'S RIDICULOUS!
THERE'S NOBODY DOWN THERE WHO COULD POSE ANY THREAT TO ME!

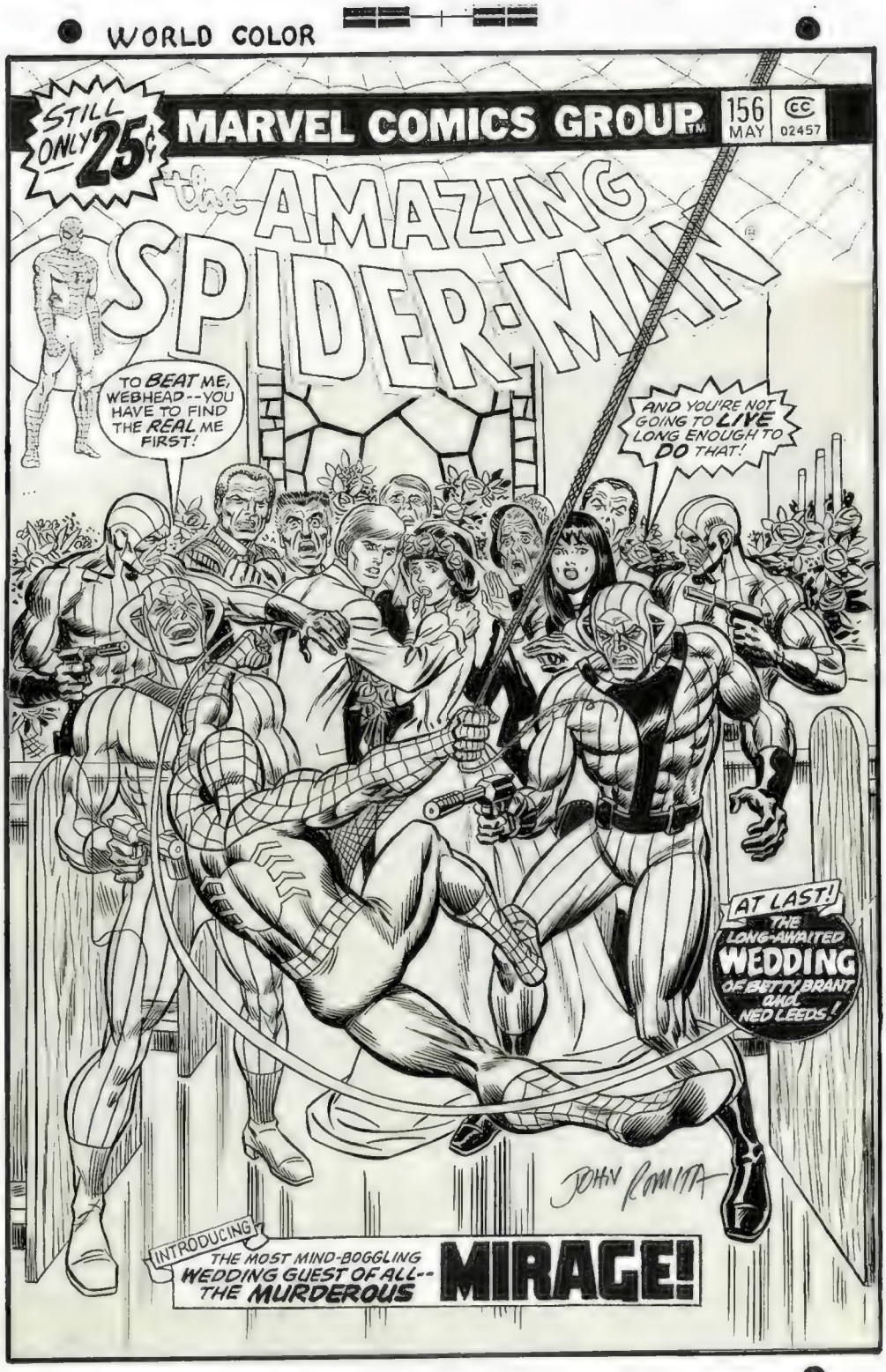
NEXT ISSUE:

IT'S THE PHOTO-FINISH OF THE CONFLICT BETWEEN J. JONAH JAMESON AND PETER PARKER! PLUS, THE MOST UNEXPECTED SUPER-FOE OF THE MONTH! BE HERE FOR...

"CONFRONTATION!"

WE PROMISE YOU WON'T REGRET IT!

The Amazing Spider-Man #156 cover original art
by John Romita


WORLD COLOR
STILL ONLY 25¢
MARVEL COMICS GROUP
156 MAY
02457
the AMAZING SPIDER-MAN
TO BEAT ME, WEBHEAD--YOU HAVE TO FIND THE REAL ME FIRST!
AND YOU'RE NOT GOING TO LIVE LONG ENOUGH TO DO THAT!
AT LAST! THE LONG-AWAITED WEDDING OF BETTY BRANT AND NED LEEDS!
JOHN ROMITA
INTRODUCING THE MOST MIND-BOGGLING WEDDING GUEST OF ALL--THE MURDEROUS MIRAGE!

Courtesy Heritage Auctions

The Amazing Spider-Man #158, page 1 original art
by Ross Andru & Mike Esposito

Book AMAZING SPIDER-MAN Issue# 158 pg.# 1

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™ JV302

LEN WEIN WRITER/EDITOR | ROSS ANDRU ILLUSTRATOR | MIKE ESPOSITO EMBELLISHER | GLYNIS WEIN COLORIST | JOHN COSTANZA letterer | MARV WOLFMAN LAB TECHNICIAN

HAMMERHEAD IS OUT!

TO ANSWER YOUR UNSPOKEN QUESTION: NO! SPIDER-MAN HAS NOT LEARNED HOW TO FLY!

BASICALLY, WHAT HAS HAPPENED HERE IS THIS: Y'SEE, DOCTOR OCTOPUS HAS RETURNED FROM THE DEAD, PURSUED TO THE BRINK OF MADNESS BY THE GHOST OF THE MAN CALLED HAMMERHEAD! TO PROTECT HER FROM HAMMERHEAD'S WRATH, DOC OCK KIDNAPPED OUR HERO'S AUNT MAY, AND FLED ACROSS NEW YORK CITY--WITH SPIDEY IN HOT PURSUIT!

ESCAPING BY HELICOPTER, THE GOOD DOCTOR SUDDENLY NOTICED AN UNINVITED PASSENGER DANGLING BENEATH THE CHOPPER--AND, WITH A SNIP OF HIS INCREDIBLE TENTACLES, HE SEVERED SPIDEY'S LIFE-LINE!

SO, TO REITERATE: NO, UNFORTUNATELY, EVERYBODY'S FAVORITE WEB-SLINGER HAS NOT LEARNED HOW TO FLY...

...BUT HE CAN PLUMMET TOWARDS CERTAIN DEATH WITH THE BEST OF 'EM!

COLOR: THAT'S A ROCK QUARRY DOWN THERE.

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Courtesy Heritage Auctions

The Amazing Spider-Man #163, page 13 original art
by Ross Andru & Mike Esposito

Book AMAZING SPIDER-MAN Issue# 163 DEC pg.# 23

NATURALLY NOT, YOU MEDDLING MISCREANT! ONLY I CAN CONTROL THE DEVASTATING FORCE OF THE CANE-BLASTER...

...JUST AS I CONTROL THE MOST POWERFUL PRIVATE ARMY IN THE HISTORY OF CRIME!

HOLY SMOKE! WALL-TO-WALL GUNSELS--HIDING BEHIND THAT CURTAIN--!

YA WANT US TA WASTE 'IM NOW, BOSS?

NO! I WANT ALL OF YOU TO KEEP OUT OF THIS!

DO YOU SEE, SPIDER-MAN?

WITH BUT ONE WORD, I COULD HAVE YOU SLAUGHTERED BEFORE MY EYES--

--BUT THAT WOULD BE FAR TOO SIMPLE--

--FAR TOO PAINLESS AN END FOR YOU!

AND I WANT THE PLEASURE OF FINISHING YOU WITH MY BARE HANDS!!

KROOM!

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CONTINUED AFTER NEXT PAGE

Courtesy Heritage Auctions

BIOGRAPHIES

LEN WEIN

Len Wein's career is highlighted by successes from Swamp Thing to the "All-New, All-Different" X-Men, but few fans know that the award-winning writer and editor started out as a comic-book artist.

As a teenager, Wein was tied to the hip with fellow fanzine writer Marv Wolfman, regularly skipping school to tour the DC Comics offices. After building a rapport with artists and execs like Dick Giordano, Carmine Infantino and Joe Orlando, Wein was able to credibly pitch to the editors. Though his artwork was politely passed upon, a script for *House of Mystery* was accepted and a career as a writer was born. Len attacked his new occupation with gusto, writing for DC, Marvel, Gold Key and Skywald, on everything from Western to horror, and licensed properties from Hot Wheels to Star Trek.

Although his desired career as an artist didn't quite pan out, it did give Wein insight into his collaborator's creative process and helped him garner acclaim as a writer that was "easy to draw." After super-hero work in the early '70s (Daredevil, Superman, Flash), he and artist Bernie Wrightson launched horror mainstay Swamp Thing in the pages of *House of Secrets* #92. Other notable achievements from his tenure at DC include a run on *Justice League of America* and the debut of the Human Target.

Hopping over to Marvel in 1974, where he followed Roy Thomas as editor in chief, Wein scripted several series, including *Incredible Hulk*, where he and artist Herb Trimpe introduced one of comics' most famous characters—Wolverine. That wasn't the end of his mutant milestones, as with artist Dave Cockrum he revived the dormant X-Men property with a new international cast. Its cadre of characters, including Storm, Nightcrawler and Colossus would shortly turn into comics' biggest phenomenon.

Returning to DC, Wein helped spur a creative revival at the company, editing *New Teen Titans*, *Camelot 3000* and *Swamp Thing*, which gave writer Alan Moore his American debut; shortly thereafter, Wein would preside over Moore and Dave Gibbon's groundbreaking *Watchmen*. Since then, Wein's credits in comics, animation and television writing have been numerous and well received as witnessed by his 2008 induction into the Eisner Hall of Fame.

ROSS ANDRU

An everyman and entrepreneur throughout his long career in comics, Ross Andru became the stalwart penciler of Marvel's *Amazing Spider-Man* in 1973, gaining a renown as one of the great Spidey artists. With a smooth, compact style that eschewed extraneous detail, Andru's artistic visions were grounded in a reality that engaged the medium's readers.

His career in comics began in 1951. With an education at the Cartoonists and Illustrators School and a gig drawing Burne Hogarth's weekly *Tarzan* strips behind him, the Cleveland native teamed with inker Mike Esposito to form not only a decades-enduring artistic partnership but their own company, MR Publications.

Their next company, Mikeross Publications, turned out such fare as the satirical *Get Lost* and the romance title *Heart and Soul*. The success of these initiatives fleeting in the face of an industry-wide downturn, Andru would often find himself splitting time between Marvel and DC. At Marvel, he mainly handled Western comics like *Annie Oakley*, while at DC, he contributed to Robert Kanigher's war comics like *Star-Spangled War Stories* and *Our Army At War*, wherein he drew the first appearance of Sgt. Rock of Easy Company in 1959.

His impressive performance with Esposito garnered him a chance to take over *Wonder Woman*, starting a nine-year-long run that would stretch through 1967 and find him depicting charming stories of Diana Prince's teenage years on Paradise Island. Another notable title that Andru would work on in the '60s was *Metal Men*. Leaping from *Showcase* to its own bimonthly title, Andru and Esposito crafted a sweet-natured heroic fantasy starring artificially intelligent robots.

A move to Marvel in the early '70s resulted in key work on *Marvel Feature*, in which he drew the first adventures of The Defenders, and *Marvel Team-Up*, his first regular foray on Spider-Man. Over the next five years, Andru would team with writer Gerry Conway and produce milestones including the first appearance of the Punisher, Harry Osborn donning the guise of the Green Goblin and the infamous Spider-Mobile. Completely at home in the cityscapes that Spider-Man called home, Andru's approach kept Spider-Man at the top of the sales charts through the decade. He also drew the first Marvel/DC crossover, *Superman vs. The Amazing Spider-Man*.

In 1978, Andru returned to DC in an editorial capacity, with his art focused mainly on covers, but his pencils would grace the interiors of books like *Atari Force*, *Jonah Hex*, *Vigilante* and *Blue Beetle*. He largely retired from the field by the late '80s and passed away shortly after his last work was published in 1993. In 2007, Andru and his longtime collaborator Mike Esposito were inducted into the Eisner Hall of Fame.

GIL KANE

A gentleman and master of the medium, Gil Kane gained elite status as a comic artist through the course of a storied career. The signature smooth and sinuous anatomy of his characters, vertiginous camera angles and dynamic action present in every page gave Kane's work a language all its own.

Born in Latvia in 1926 as Eli Katz, his family moved to Brooklyn, New York, three years later. He studied art in high school but left when he sensed an opportunity was in the offing with MLJ Comics (later Archie Comics). He would also do spot work for the other studios, but with World War II roaring, the young man enlisted in the Army and served in the Pacific.

Upon his return, he permanently adopted the pseudonym Gil Kane and got back to the business of creating comics. By the late '50s, Kane truly began to make his mark, introducing the new Green Lantern, Hal Jordan, in the pages of *Showcase*. To fill in time in his work schedule, he made a pitch to DC Comics to revive the Golden Age character Doll Man, this time updated with the name The Atom, and here, too, he struck gold.

His first work for Marvel included Hulk and Captain America stories, as well as a stint on *Captain Marvel*, which to Kane represented some of his finest work to date. He would gain greater acclaim for his run on *The Amazing Spider-Man* that included the first comics to buck the Comics Code. A few years later, he was also behind the drawing board for the pivotal "Death of Gwen Stacy" story line.

The '70s were a particularly fertile period for Kane, as he became Marvel's top cover artist, delivering dozens of iconic images. Teaming once again with his *Captain Marvel* collaborator, Roy Thomas, Kane gave life to the newly christened hero Adam Warlock and introduced the kung fu action hero Iron Fist.

Always searching to expand the audience, format and sophistication of the medium, Kane conceived and illustrated the independent graphic novel *Blackmark* in 1971. He also created the award-winning daily newspaper strip *Star Hawks* with writer Ron Goulart.

Much to the pleasure of comic-book readers, Kane's work appeared regularly until 2000, with brief stops in the '70s and '80s when he worked in TV animation. He was ushered into the Eisner Hall of Fame in 1997 and died three years later at the age of 74, leaving behind a legacy that has inspired generations of fans and artists.

BILL MANTLO

From the mid-'70s through the late-'80s, Bill Mantlo established himself as one of the most dedicated writers in the comics industry, writing hundreds of stories across dozens of titles, primarily for Marvel Comics.

Mantlo broke into comics as a colorist, but it wasn't long before he was given a crack at writing a fill-in story, a "Sons of the Tiger" story in the black-and-white *Deadly Hands of Kung Fu* magazine, and his true comics talent began to emerge. The quality of his work led to his installation as that book's regular writer, a tenure that included the notable achievement of introducing comics' first Puerto Rican hero, the White Tiger.

After achieving notoriety within the Marvel offices as a guy who could knock out credible fill-in scripts at a moment's notice, Mantlo was given more regular work. One early highlight was his 20-issue tenure on *Iron Man* that began the Golden Avenger's return to prominence. As one might expect from someone with such a volume of work, Mantlo was game to take on projects others dismissed, and he did it with an unfeigned aplomb that elevated the work.

It was on two licensed titles that Mantlo built his legacy. Inspired by a toy given to his son at Christmas, Mantlo lobbied Marvel to adapt Micronauts into an ongoing series. The award-winning epic he spun with artistic luminaries like Michael Golden and Pat Broderick is still highly revered by comics fandom as is his even longer run on *Rom*, wherein he developed a universe filled with Spaceknights, Dire Wraith monsters and outer space intrigue. Other notable credits in Mantlo's career include *Incredible Hulk*, *Alpha Flight* and *Spectacular Spider-Man*.

Just as Mantlo had begun a new career as a public defender with the New York City Legal Aid Society, he was struck by a hit-and-run driver and went into a weeks-long coma from severe head trauma. He has since been under constant medical care. The comics community has led multiple fundraisers to aid in the continuing care of a talented writer who is missed by his many fans.

Biographies researched and written by John Rhett Thomas

THE MARVEL MASTERWORKS LIBRARY

THE AMAZING SPIDER-MAN VOLS. 1-16
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CAPTAIN MARVEL VOLS. 1-4
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DEATHLOK VOL. 1
THE DEFENDERS VOLS. 1-4
DOCTOR STRANGE VOLS. 1-6
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THE HUMAN TORCH VOLS. 1-2
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THE INVINCIBLE IRON MAN VOLS. 1-8
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KA-ZAR VOL. 1
MARVEL TEAM-UP VOLS. 1-2
MARVEL TWO-IN-ONE VOL. 1
NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-3
RAWHIDE KID VOLS. 1-2
SGT. FURY VOLS. 1-4
THE SILVER SURFER VOLS. 1-2
THE SUB-MARINER VOLS. 1-5
THE MIGHTY THOR VOLS. 1-12
WARLOCK VOLS. 1-2
THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-8

THE MARVEL AGE

It was August 1961 and change was hitting the newsstands. *Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. These were real characters placed in extraordinary circumstances. They lived together, they fought among themselves—and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different—the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

The *Marvel Masterworks* series was created to give comic-book readers everywhere the chance to experience the greatest comics the world has known as they were originally presented.

THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over the heads of all Americans, a new entertaining escape from the newspapers' horrifying realities was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States.

At the forefront of this new medium was Timely Comics, a young company staffed by such legendary talents as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These skilled writers and artists created a vast array of characters that would give rise to the Marvel Universe!

GOLDEN AGE ALL-WINNERS VOLS. 1-4
GOLDEN AGE CAPTAIN AMERICA VOLS. 1-6
GOLDEN AGE DARING MYSTERY VOLS. 1-2
GOLDEN AGE HUMAN TORCH VOLS. 1-3
GOLDEN AGE MARVEL COMICS VOLS. 1-7
GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures and unimaginable monsters; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the '40s retooled to take on the threat of Communism. From Western gunfighters to crime to horror, Atlas had it all!

ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-4
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-3
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-6
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-4
ATLAS ERA VENUS VOL. 1

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